

ULTIMATE

SPIDER-MAN®

ISSUE


45

GUILT



**BENDIS
BAGLEY
THIBERT**

MARVEL®

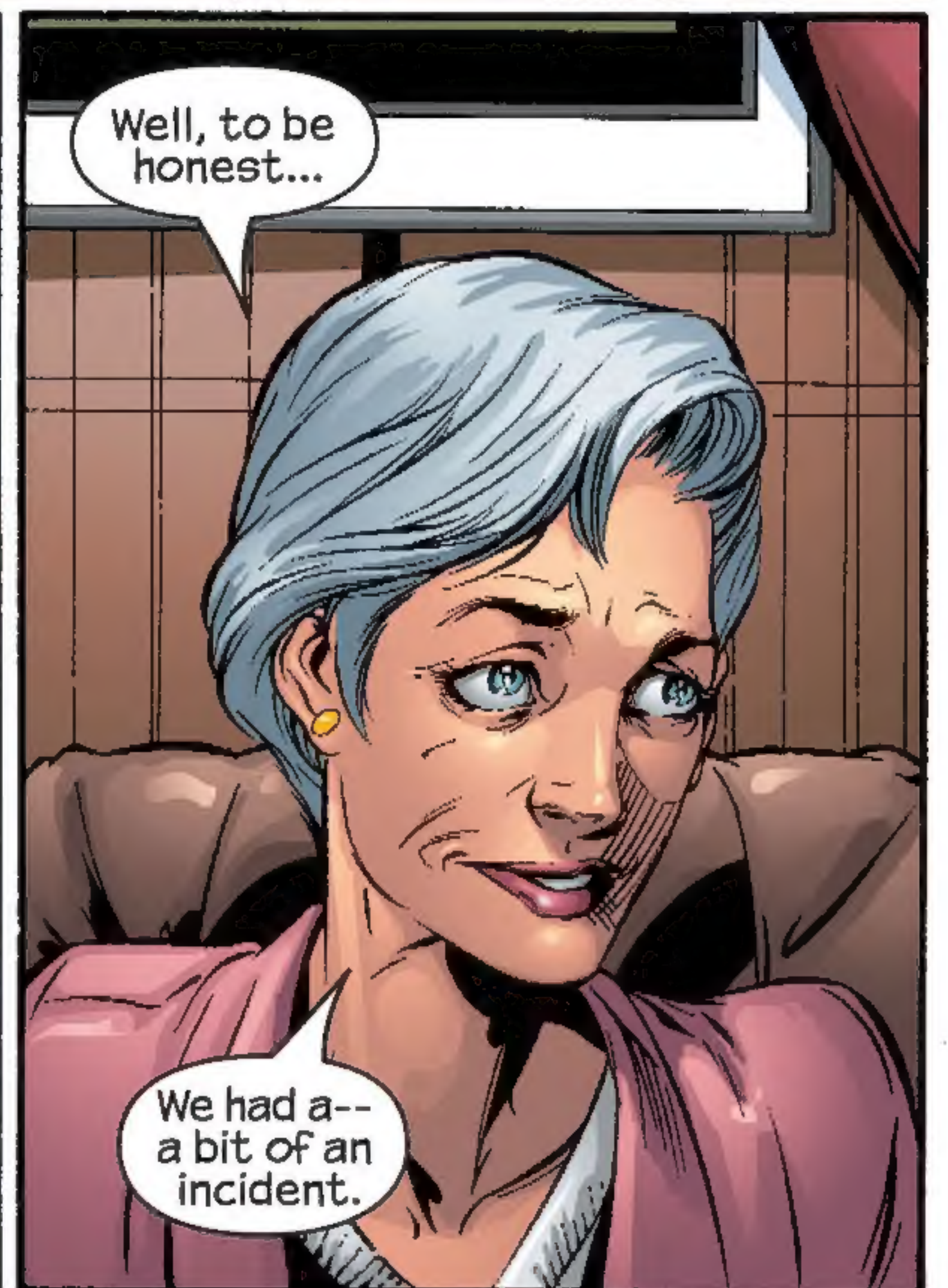
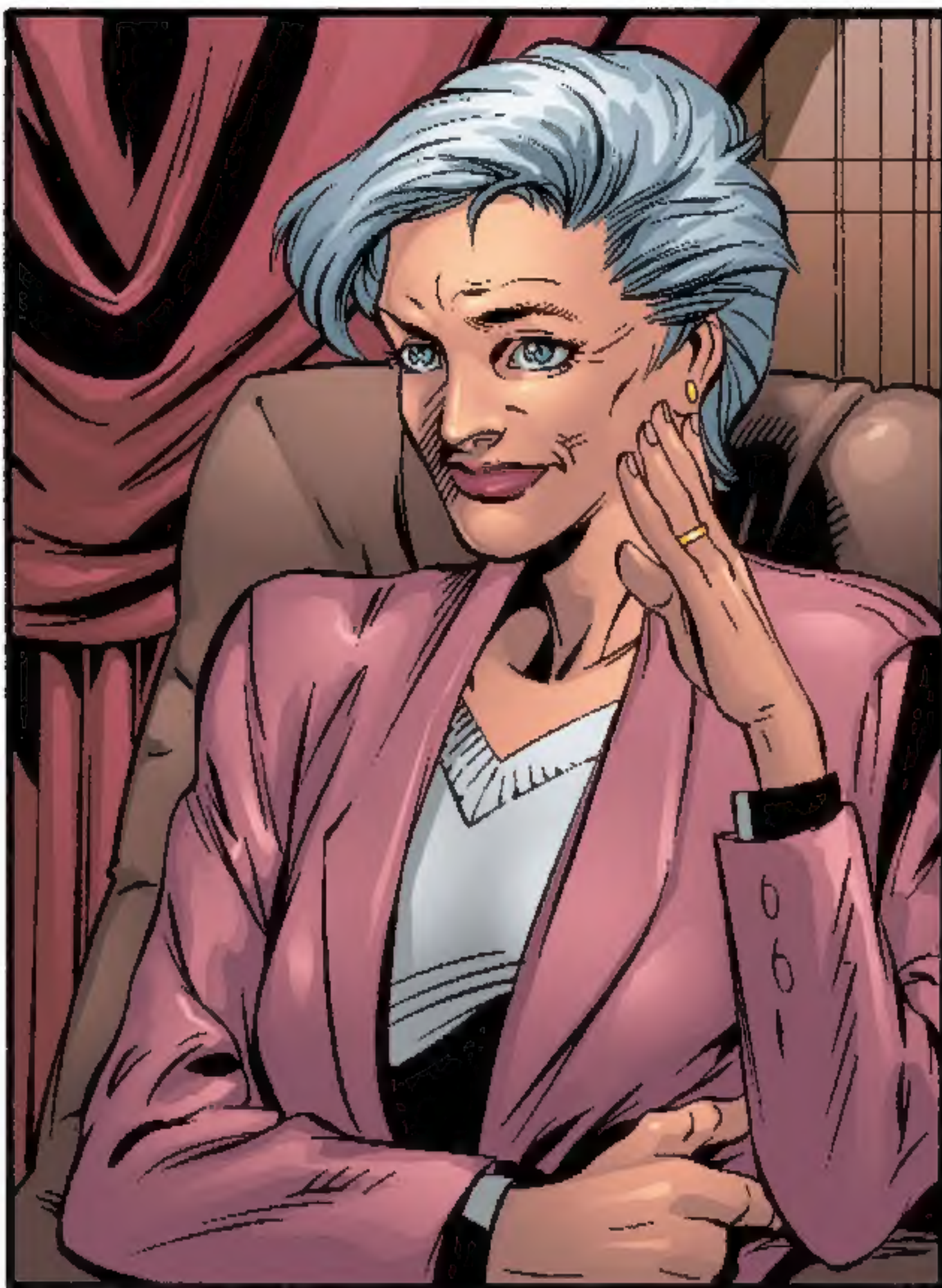
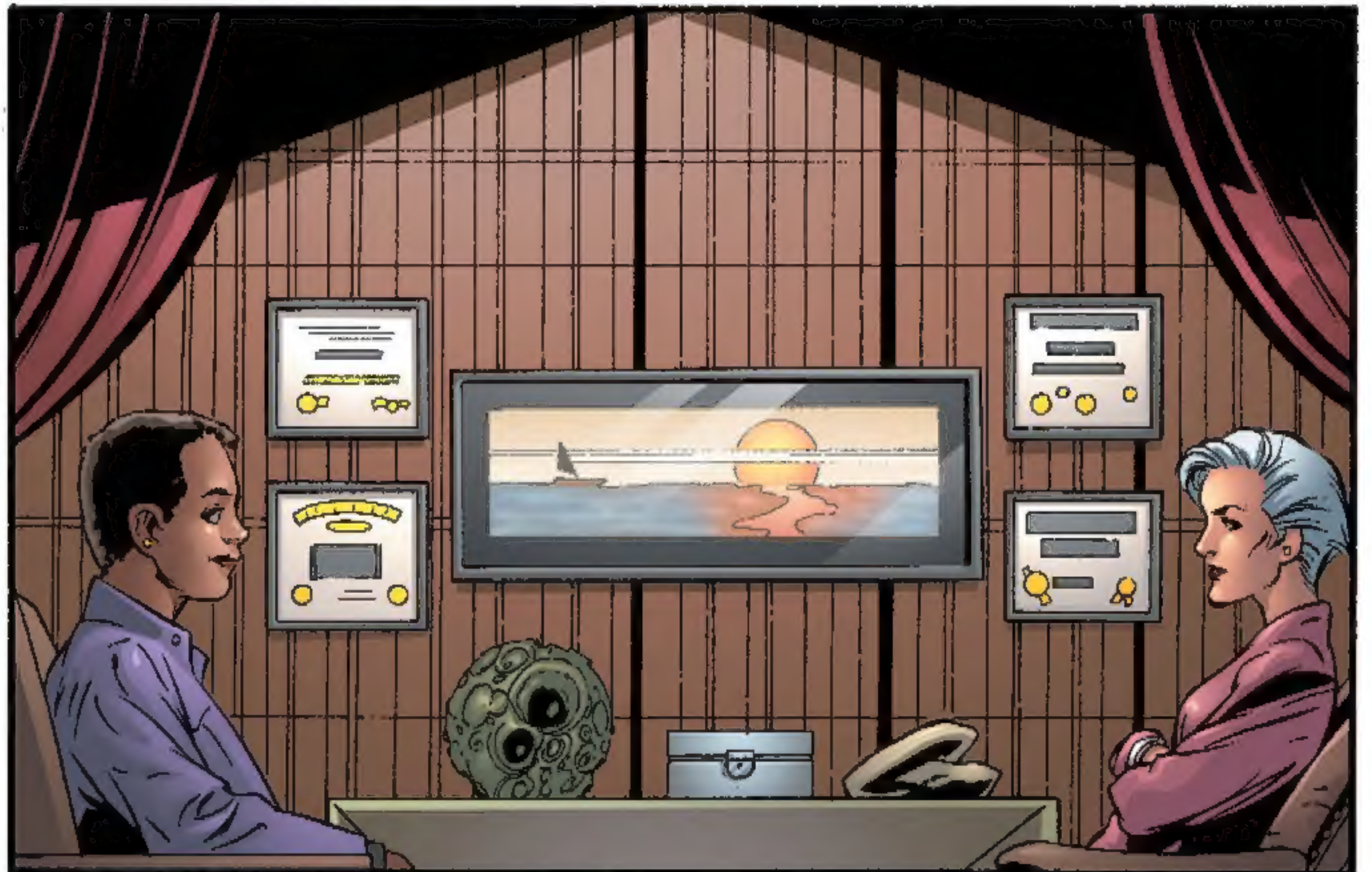
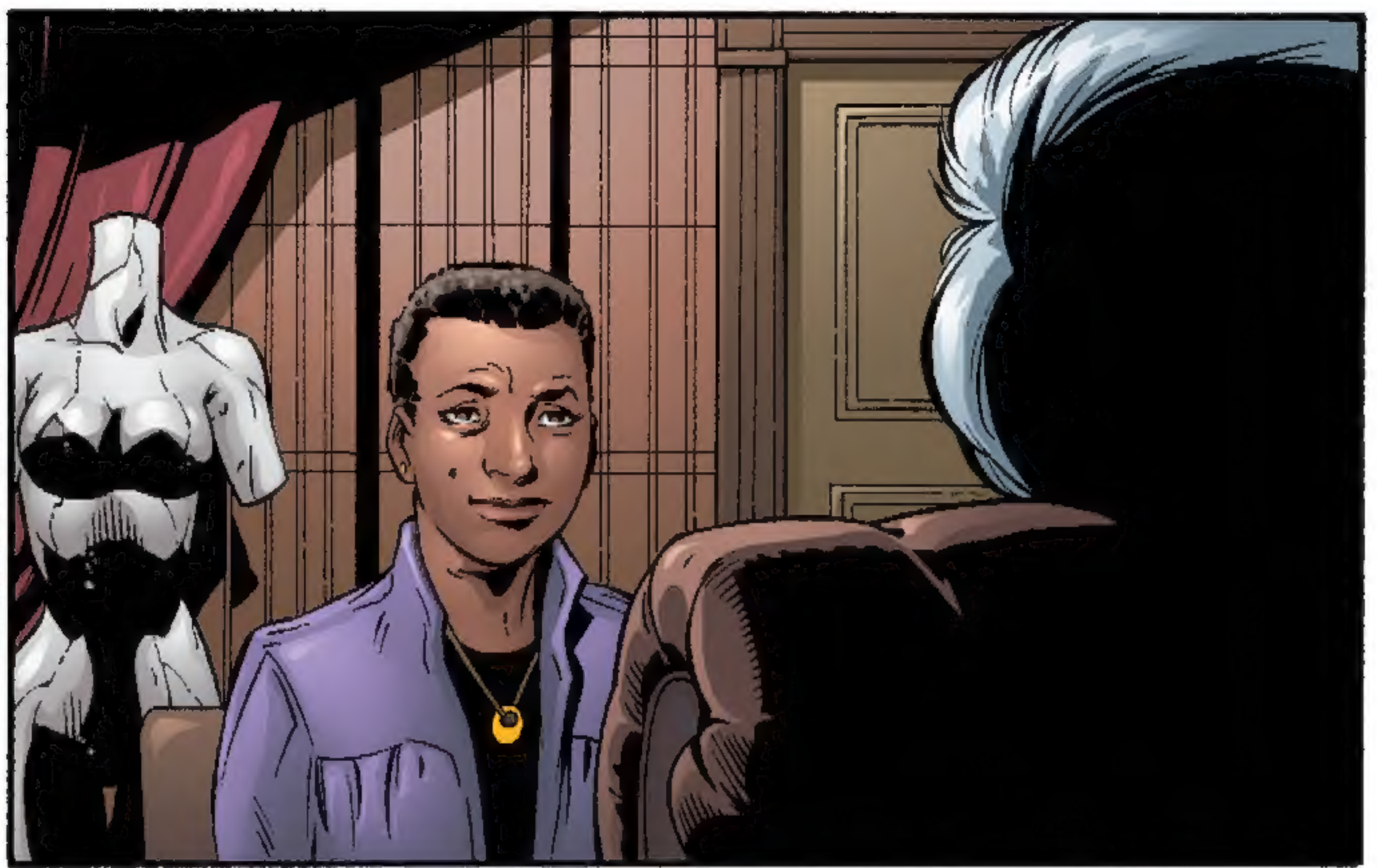
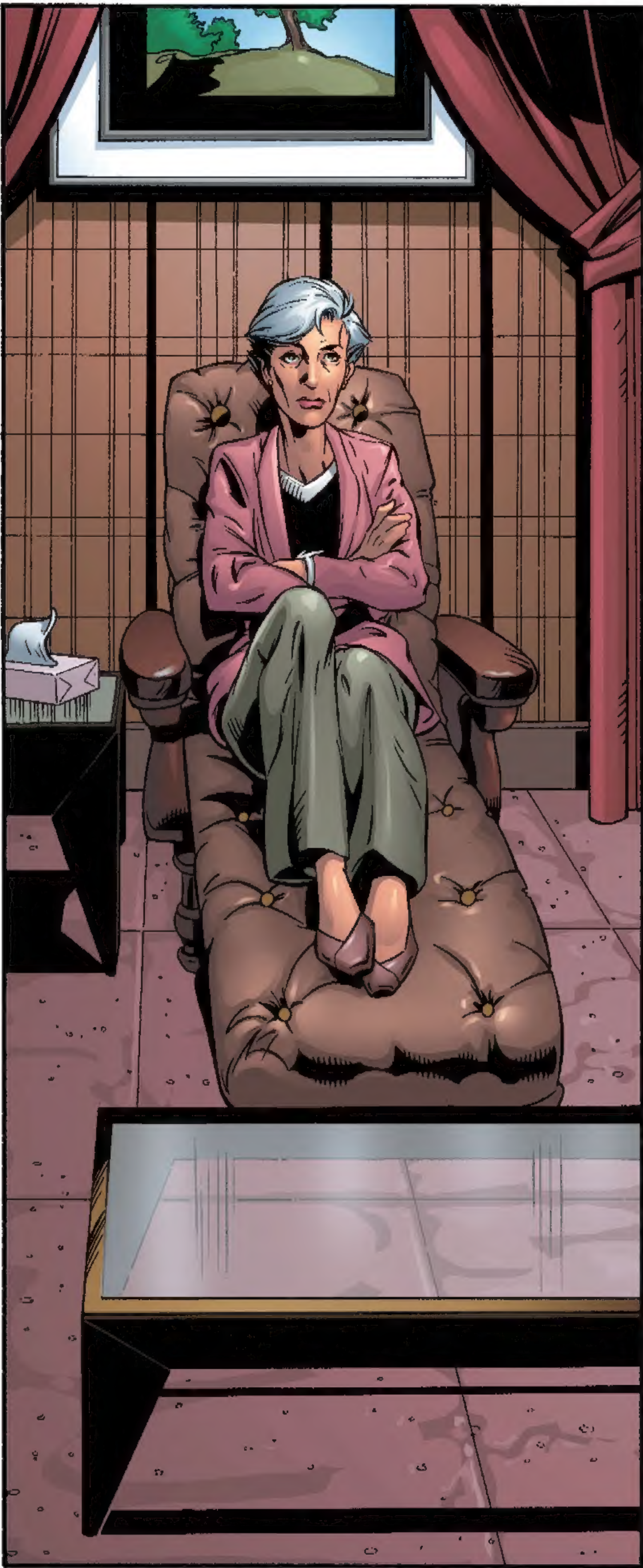


70 YEARS OF MARVEL COMICS

© 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

© 2010 Marvel Characters, Inc. All rights reserved.
WWW.MARVEL.COM

70 YEARS
MARVEL
COMICS





"I get a call.

"Peter's school is being evacuated. Can you believe it? *Evacuated.*"

"There was some kind of *incident* at a neighboring school, so they called off class-- just in case.



"So, like a lunatic, I run out of work without even telling my boss where I was going, I drive like a *maniac* to pick Peter up...

"...only to find that he *isn't* in school.

"He wasn't at work. He wasn't at home.

"He's nowhere to be found.



"Then-- then I get a call from one of his teachers-- seems he wasn't in class even *before* the evacuation.

"He skipped class. Uh-huh. Yeah.

"Skipped class and now was nowhere to be found.

"I was out of my mind.

"*Out of my mind.*"

We need to talk.



"So when he finally did come home. I had-- I had a complete nuclear meltdown is what I had."

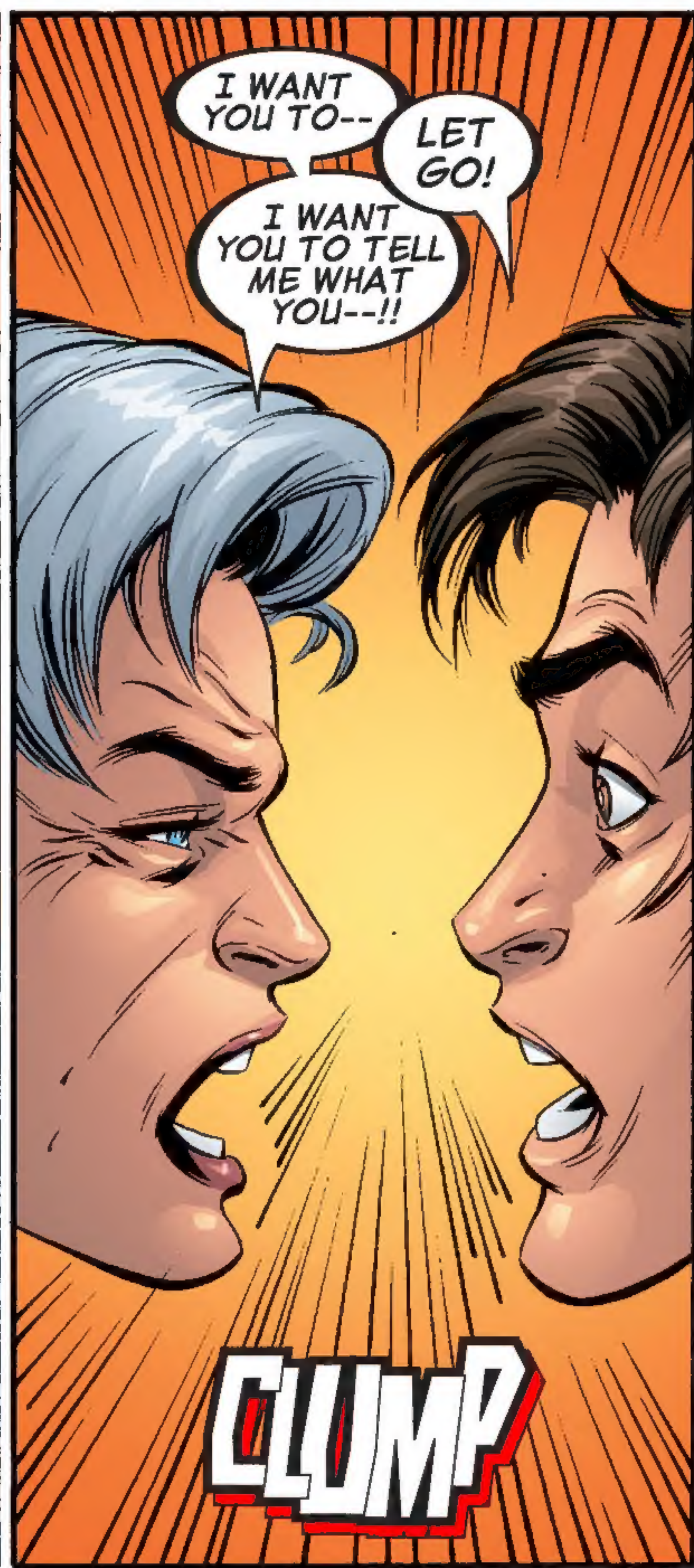


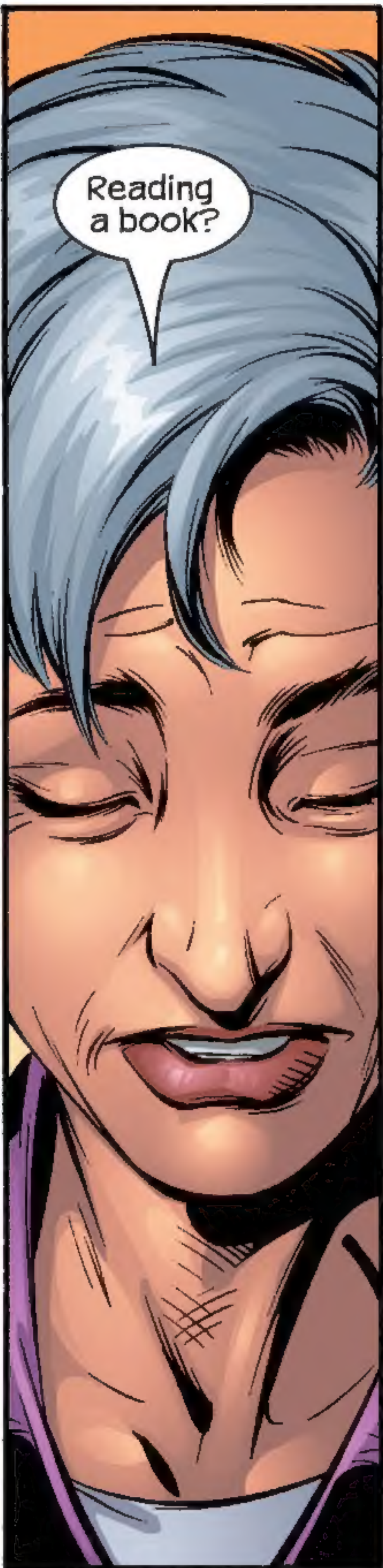
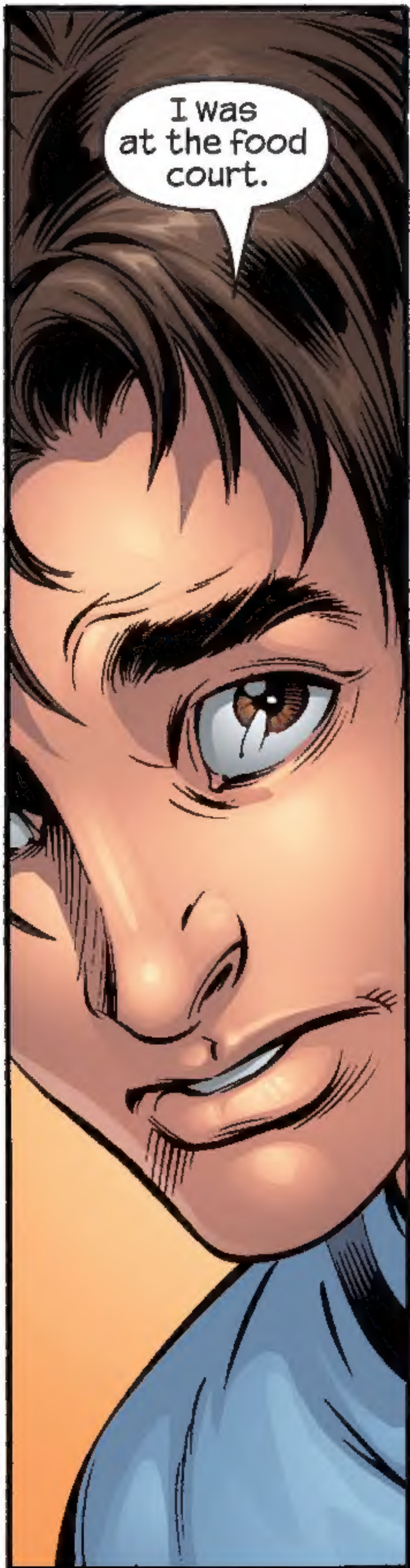
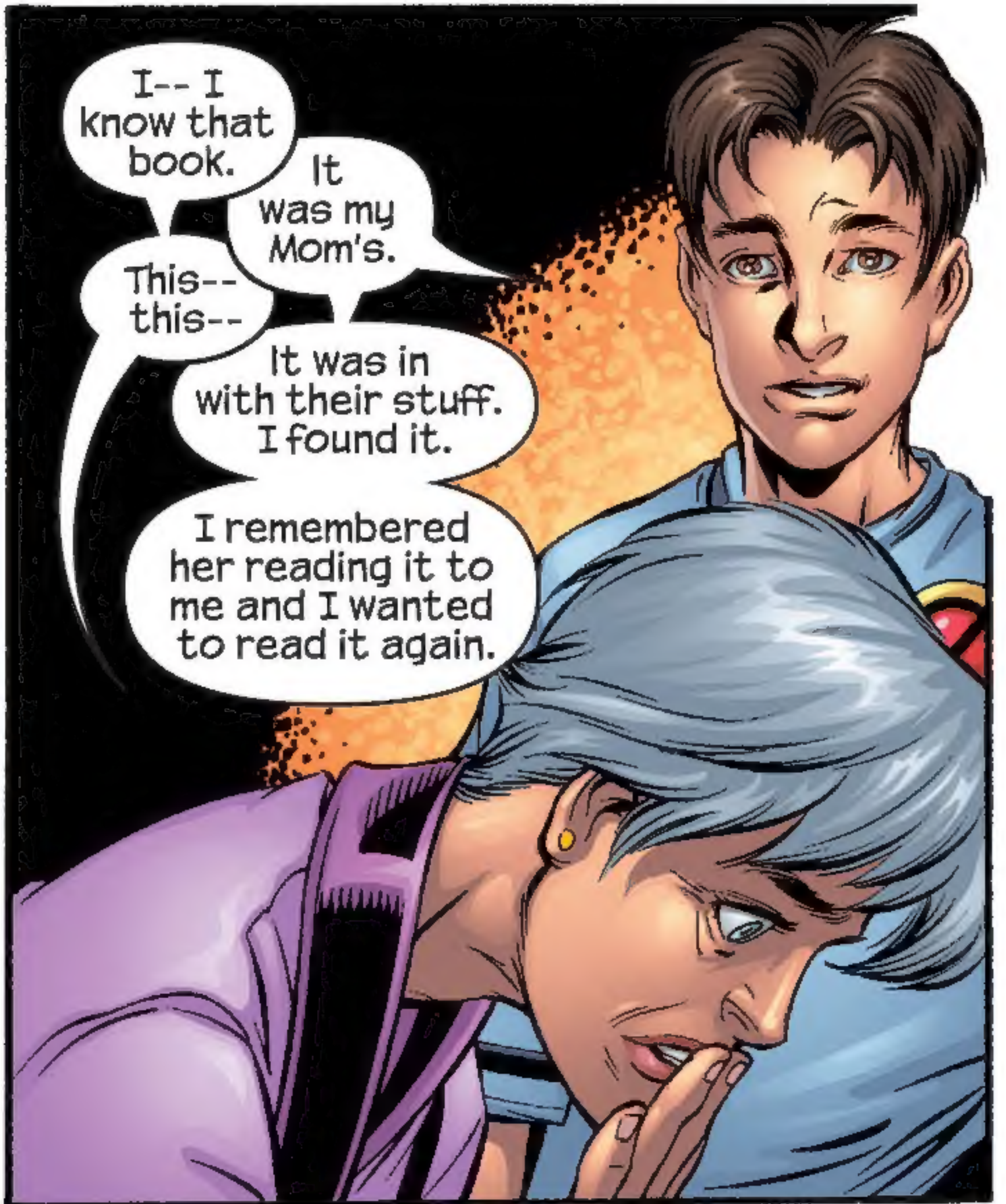
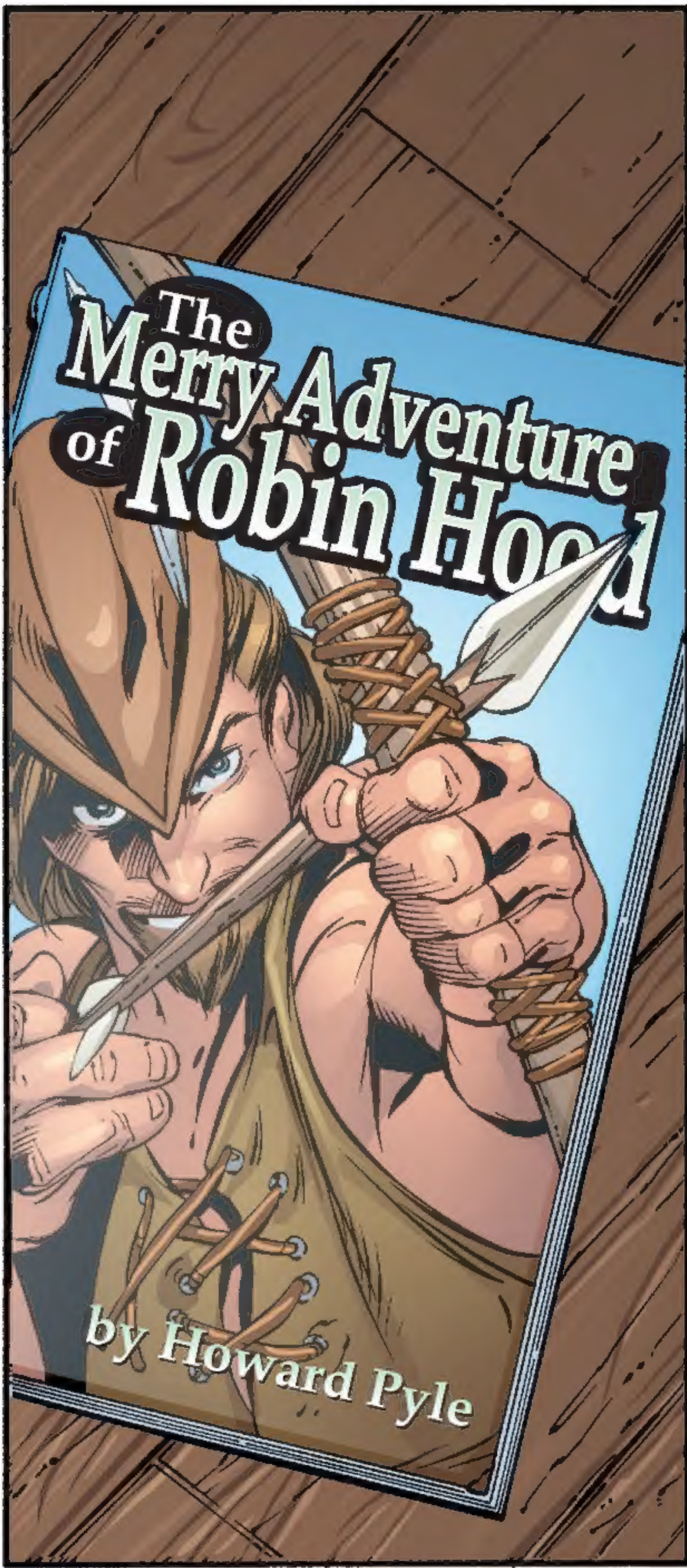
Where were you?!!

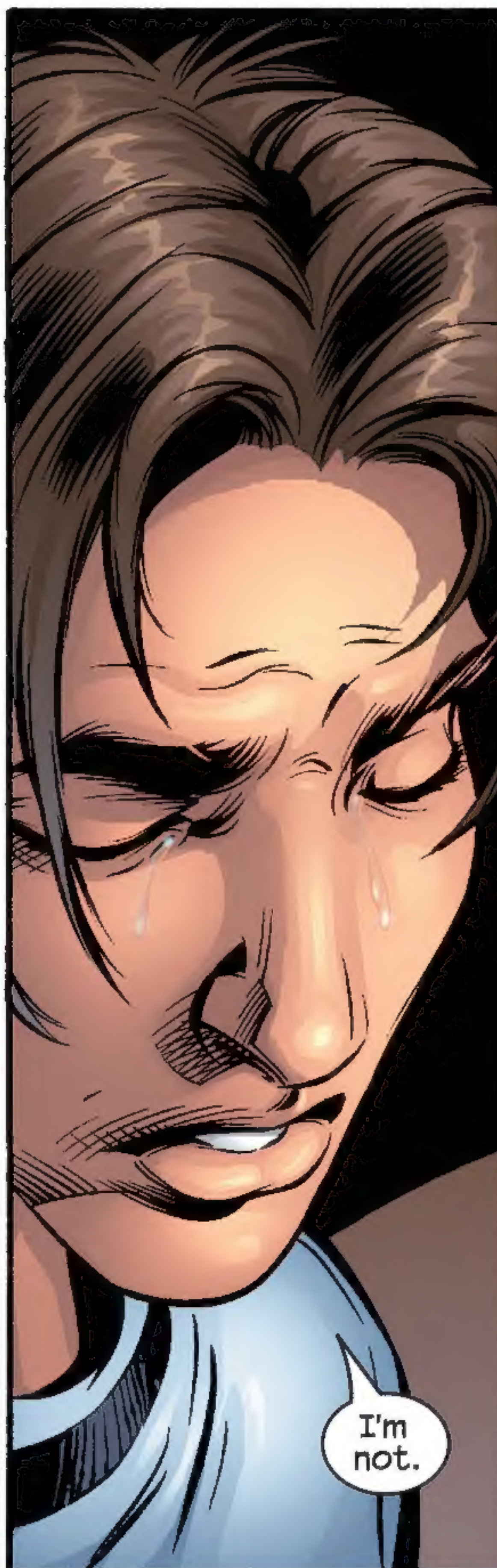
I was--

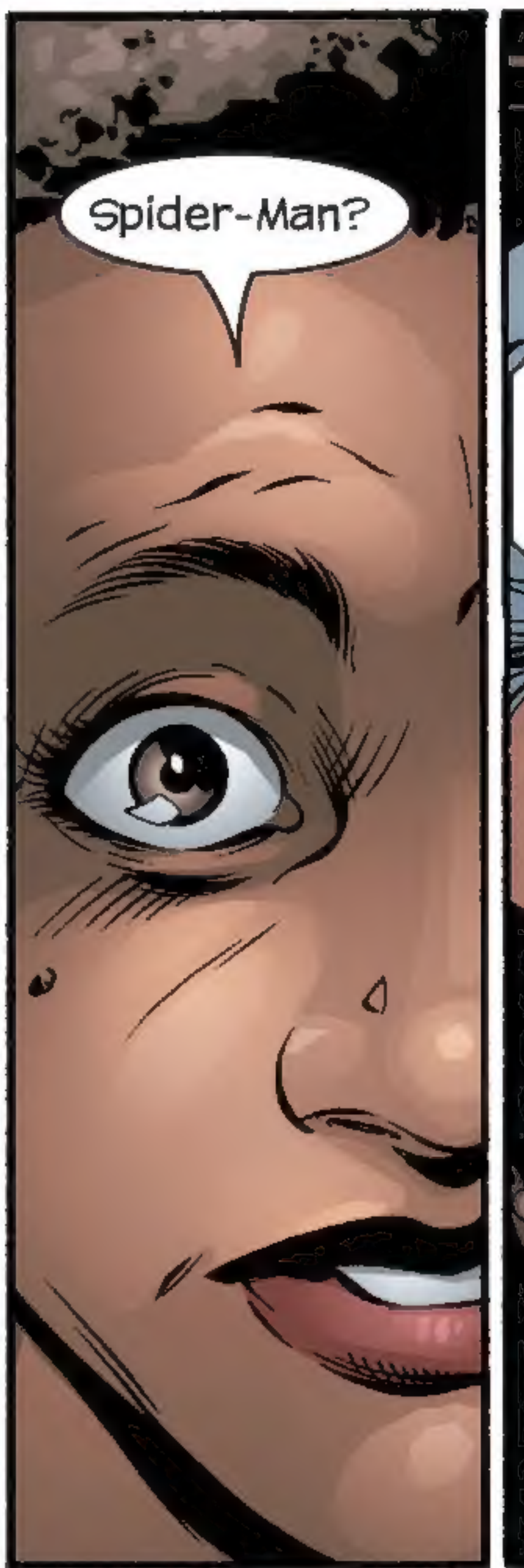
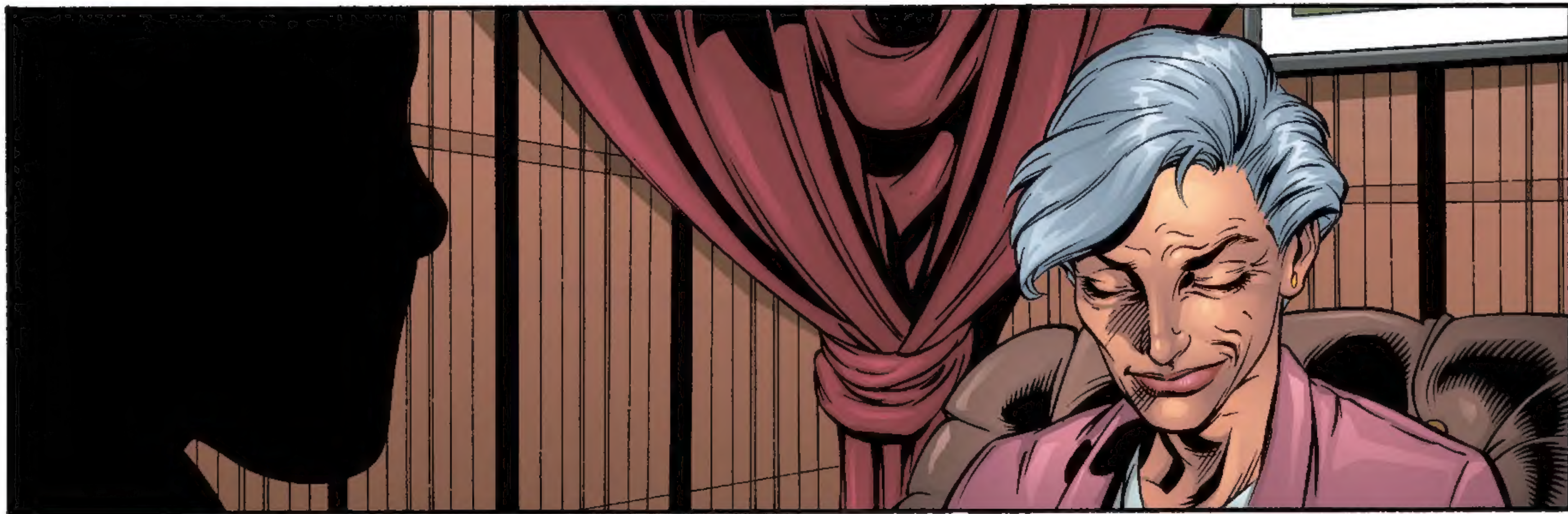
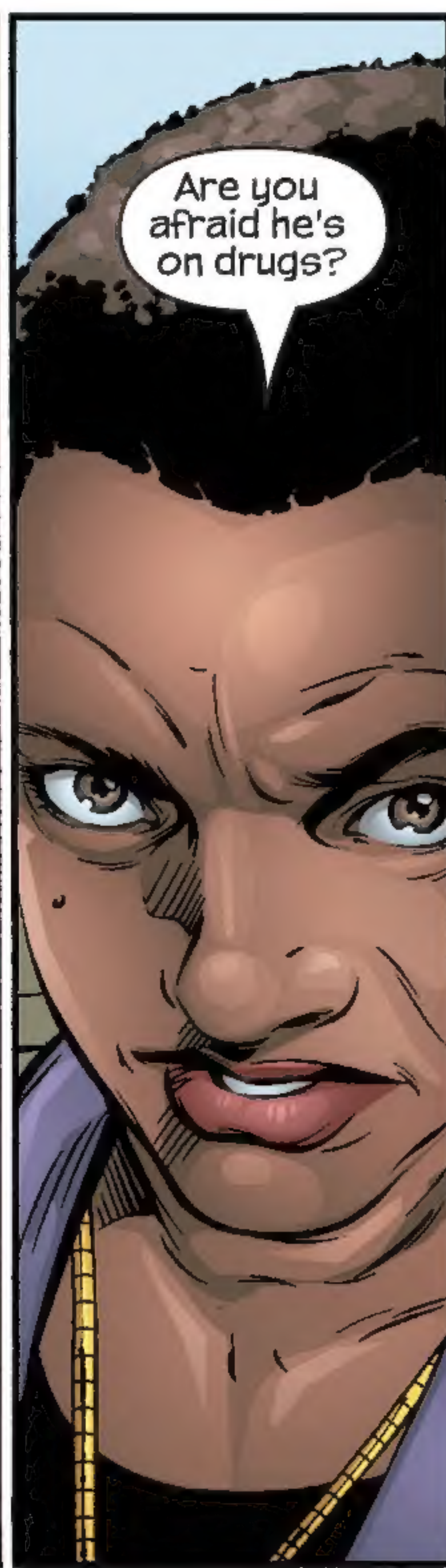
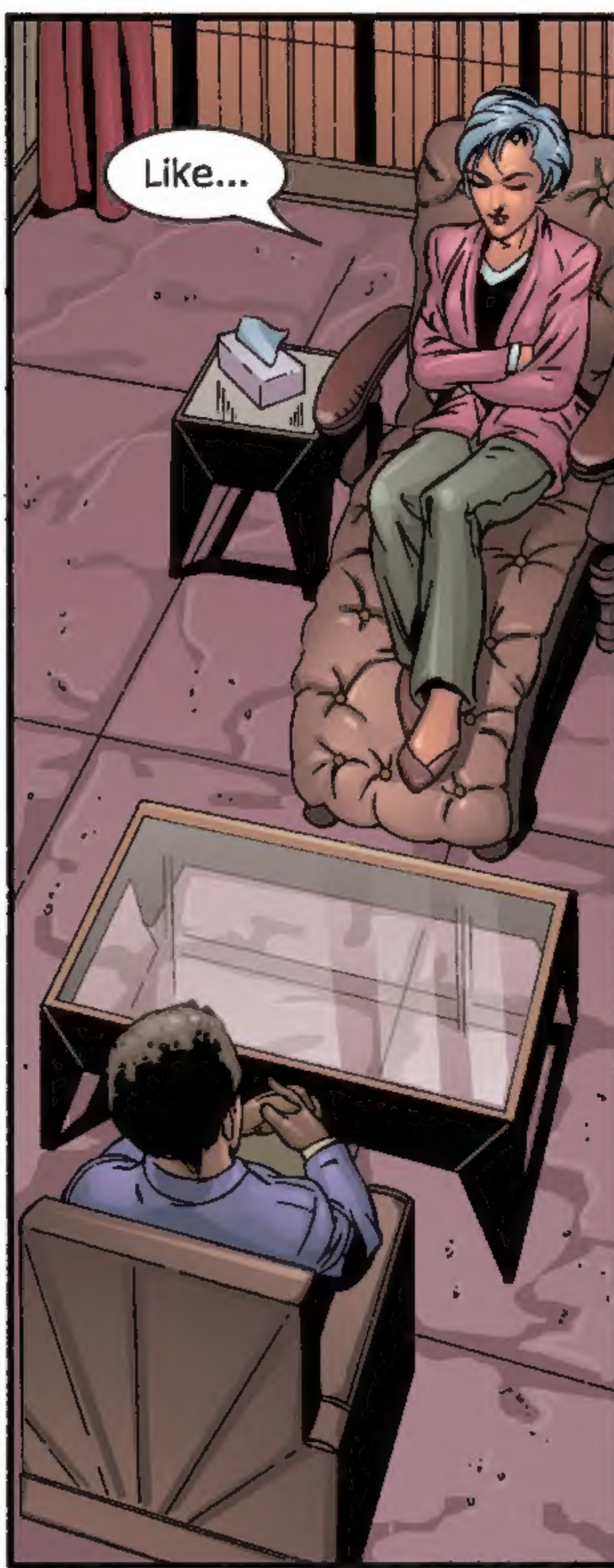
Don't give me your FIBS!! Tell me where you WERE!!!

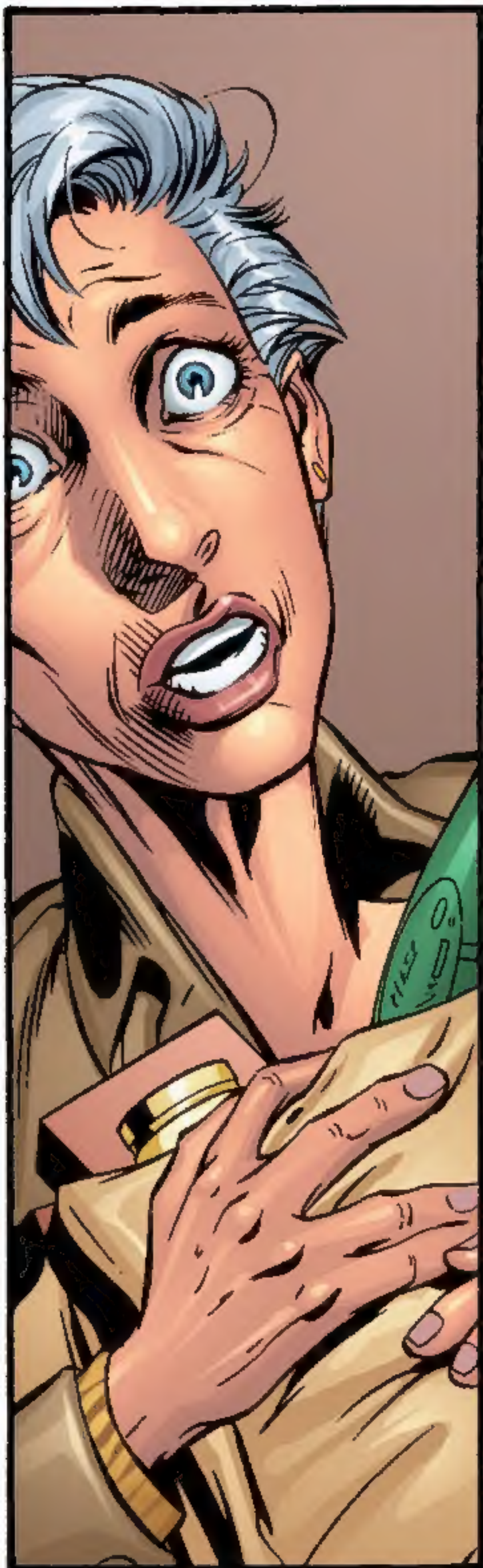














This is the *world* I live in? This is the world I have to worry Peter is in?

I can't even wrap my *head* around it.

I know I'm not supposed to worry about things I can't control. I know that I can't control the world.

But--

Every time Peter leaves the house, I get-- I get--

My *skin* crawls thinking that some mutant or-- or this Spider-Man...



And it's not the violence or-- or the bad people.

It's the chaos of it. It's just-- it's the *bedlam*.

Right? On top of war, terrorism, violence. All those things.

Now we have *people* that run around in their *pajamas* and do *whatever* they want.

Whatever they want-- *whenever* they want.



And this Spider-Man-- there's something about this *Spider-Man*.

There's all kinds of crazy out there-- but there's something *specific* about *him*.

What is it about Spider-Man that preoccupies you?

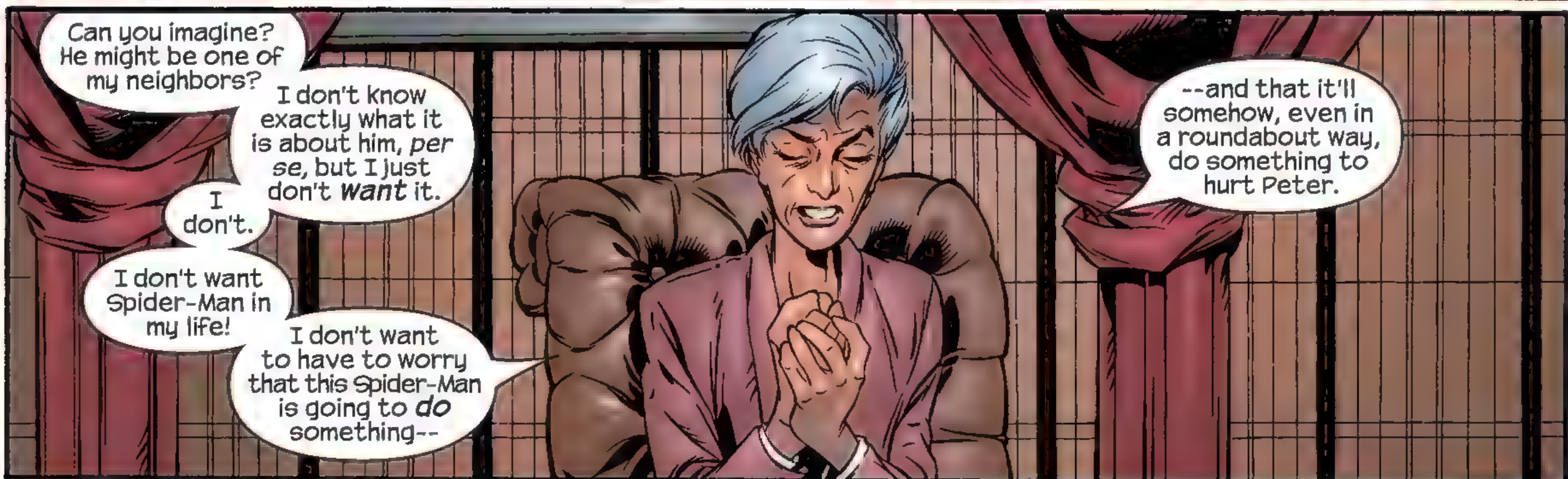
Preoccupies? Well, I hear his name every *day* now.

My neighbor thinks he lives in our neighborhood.

And everyone is always seeing him.

"He just swung by."

A sighting.



Can you imagine? He might be one of my neighbors?

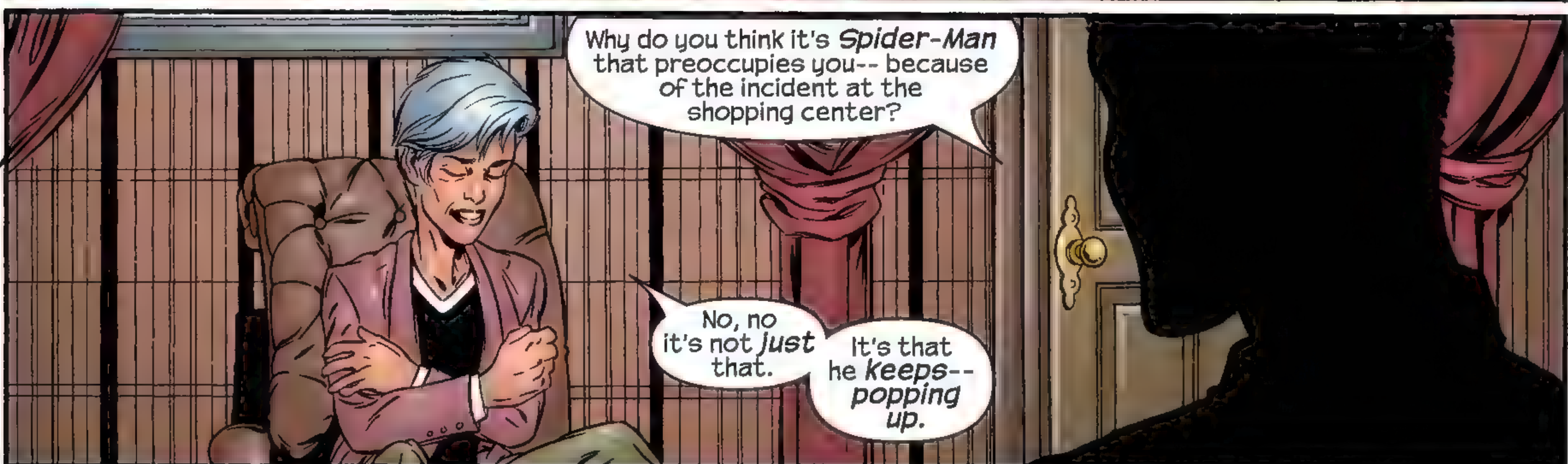
I don't know exactly what it is about him, *per se*, but I just don't *want* it.

I don't.

I don't want Spider-Man in my life!

I don't want to have to worry that this Spider-Man is going to *do* something--

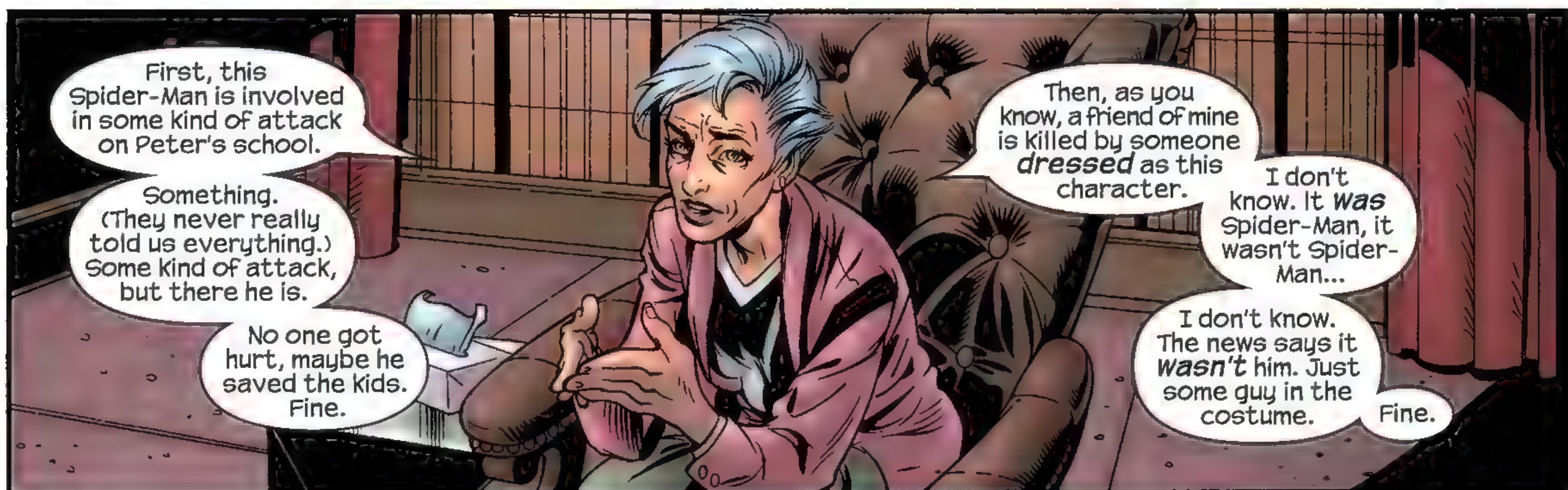
--and that it'll somehow, even in a roundabout way, do something to hurt Peter.



Why do you think it's *Spider-Man* that preoccupies you-- because of the incident at the shopping center?

No, no it's not *just* that.

It's that he *keeps-- popping up*.



First, this Spider-Man is involved in some kind of attack on Peter's school.

Something. (They never really told us everything.) Some kind of attack, but there he is.

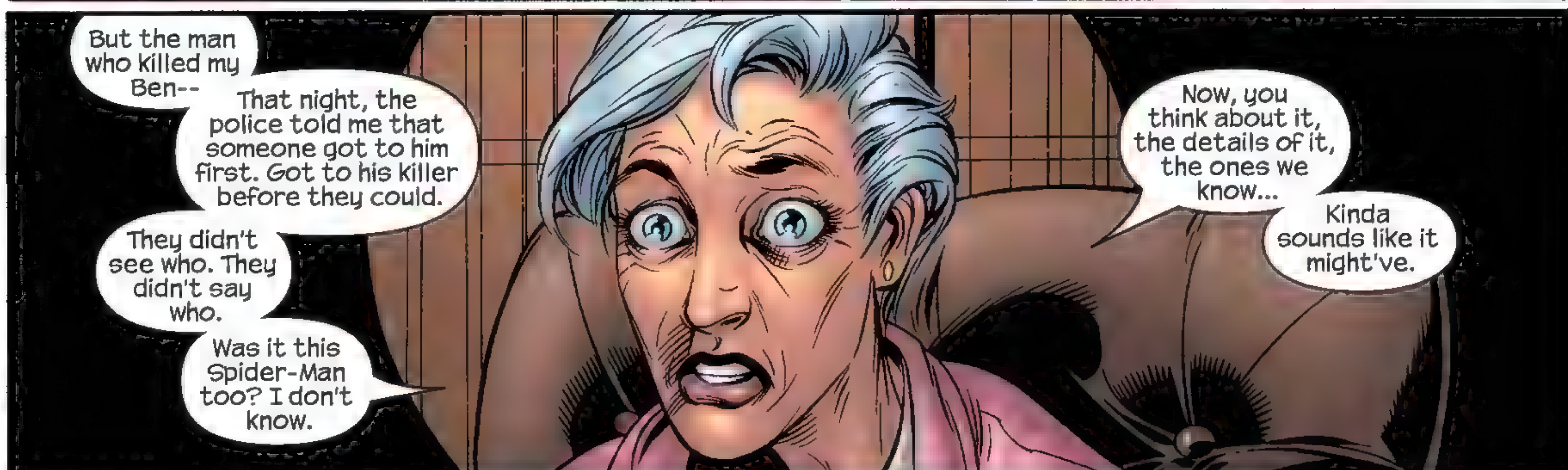
No one got hurt, maybe he saved the kids. Fine.

Then, as you know, a friend of mine is killed by someone *dressed* as this character.

I don't know. It *was* Spider-Man, it wasn't Spider-Man...

I don't know. The news says it *wasn't* him. Just some guy in the costume.

Fine.



But the man who killed my Ben--

That night, the police told me that someone got to him first. Got to his killer before they could.

They didn't see who. They didn't say who.

Was it this Spider-Man too? I don't know.

Now, you think about it, the details of it, the ones we know...

Kinda sounds like it might've.



Why does a guy dress up in a costume and *do* things like that?

It is one hundred percent beyond me. One hundred percent.

I don't understand it and-- and *now* I have to sit and *worry* because Peter is at that stage where he wants to go off and be by himself.

Just like his father. Just like his damn father.

That man, that man used to walk away from us in *mid-conversation* lost in some science thought that just occurred to him.



And what am I supposed to do about it?

Right? Why was I jumping down Peter's throat?

I'm supposed to ground Peter for wanting to read a book? I'm supposed to what?

The boy is just at that age. And I'm not mad at him for reading.

I'm not even mad he bailed out of class. I'm not.



I'm-- I had this total anxiety breakdown thing over not knowing if *Spider-Man* had hurt him.

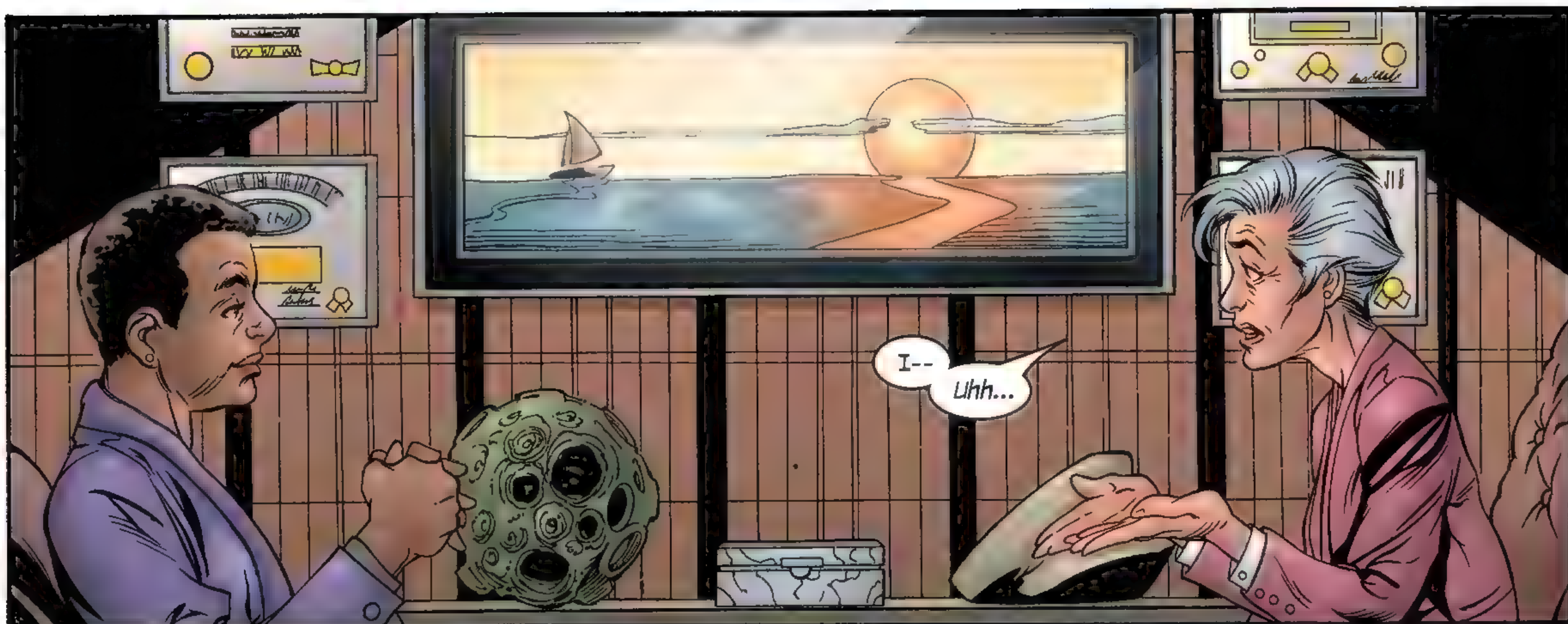
Huh? Is that normal?

Is that insane?

All the things in the world and I am sitting there having a complete nervous breakdown because I am worried that *Spider-Man* got to him.

Not getting hit by a bus, or mugged on the subway, or even struck by lighting...

I'm worried about a guy in a costume.



I--
Uhh...



Well, let me ask you this...

Do you still feel guilty for seeing a therapist?



Yes. Yes, yeah--

Ten years ago, my sister died.

My sister was my best friend and I didn't go to a therapist.

Last year my husband, Ben, dies.

Violently. Right in front of me-- right in front of my eyes.

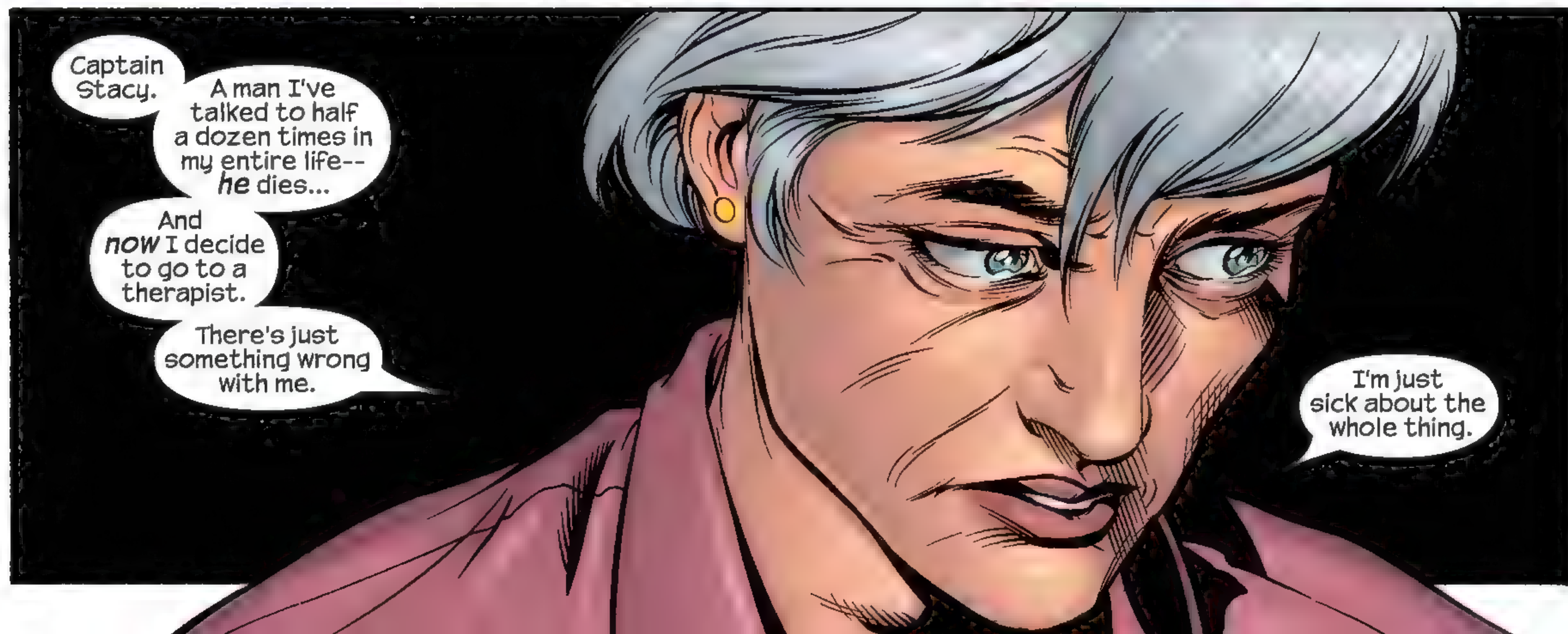
My *husband* dies and I don't go to a therapist.



And why did I start coming here?

Because a man, a man I hardly know--

The police captain?



Captain Stacy.

A man I've talked to half a dozen times in my entire life-- *he* dies...

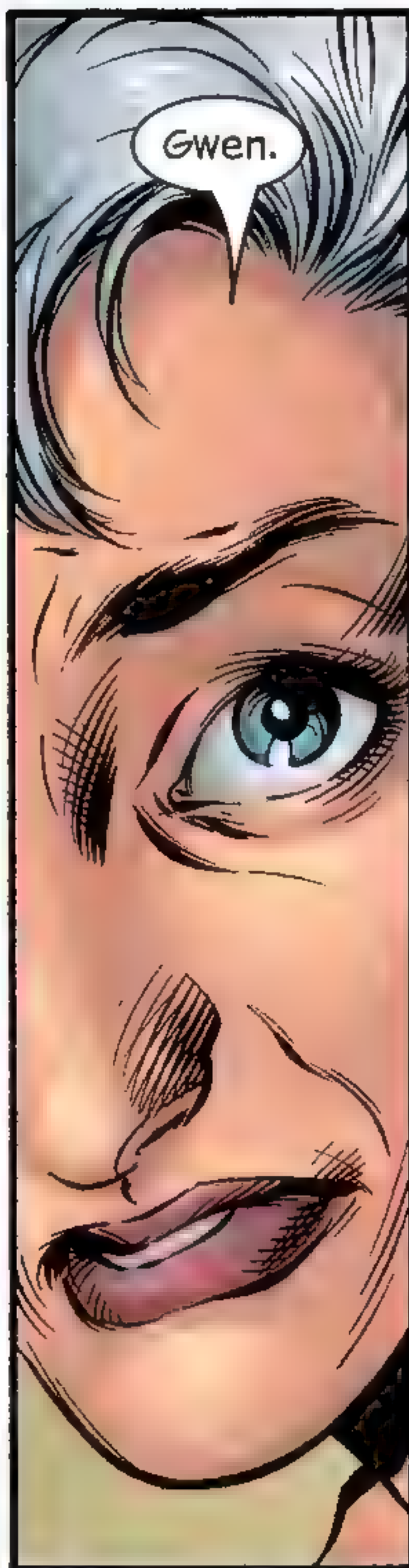
And *now* I decide to go to a therapist.

There's just something wrong with me.

I'm just sick about the whole thing.



And how do you think this feeling manifests itself?



Gwen.



Gwen Stacy?

The police captain's daughter-- the young girl you took in?

Am I getting that right?

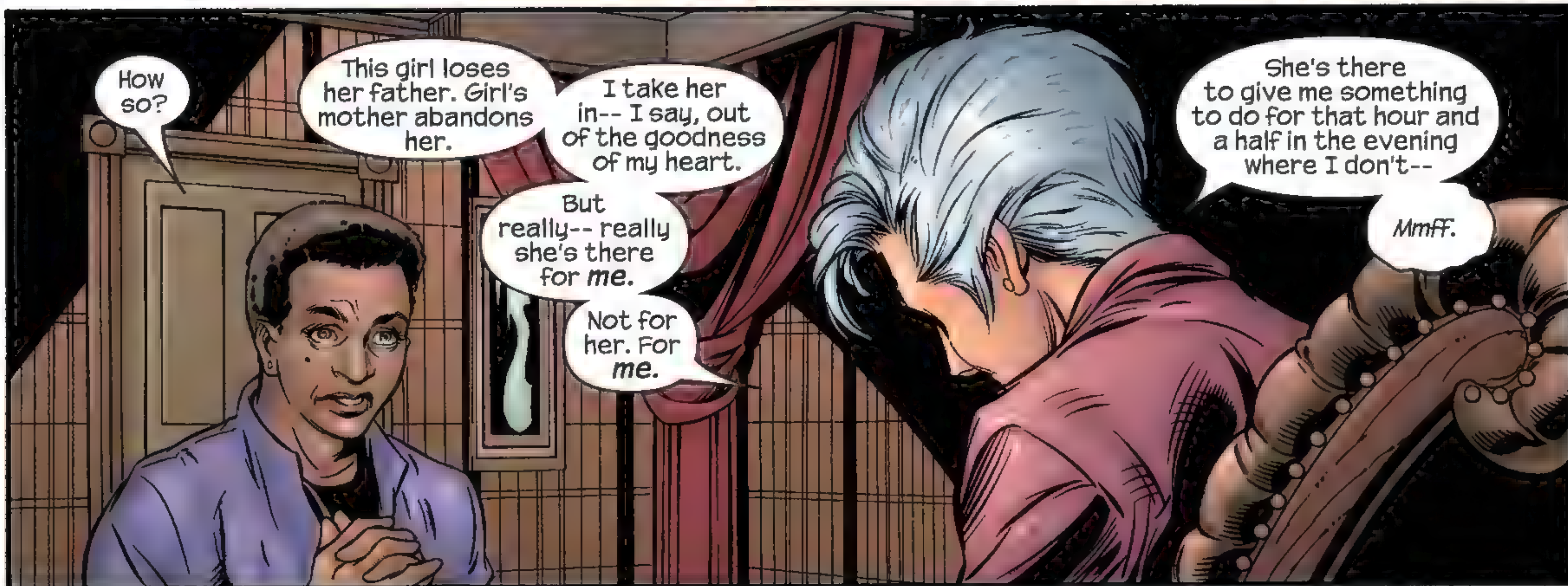


Yes.

I'm *using* her.

There's no other way to say it.

I am *using* her.



How so?

This girl loses her father. Girl's mother abandons her.

I take her in-- I say, out of the goodness of my heart.

But really-- really she's there for me.

Not for her. For me.

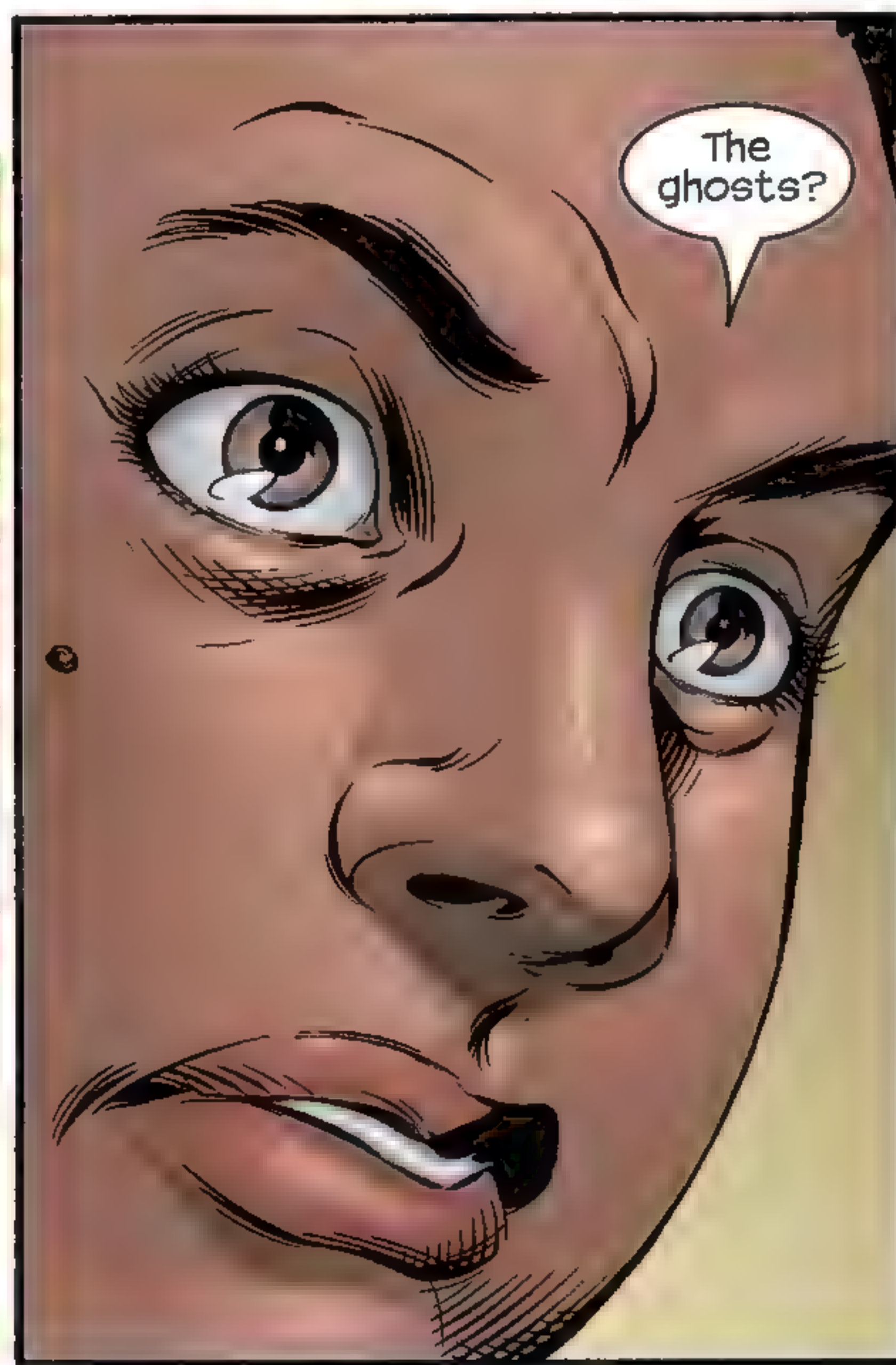
She's there to give me something to do for that hour and a half in the evening where I don't--

Mmff.

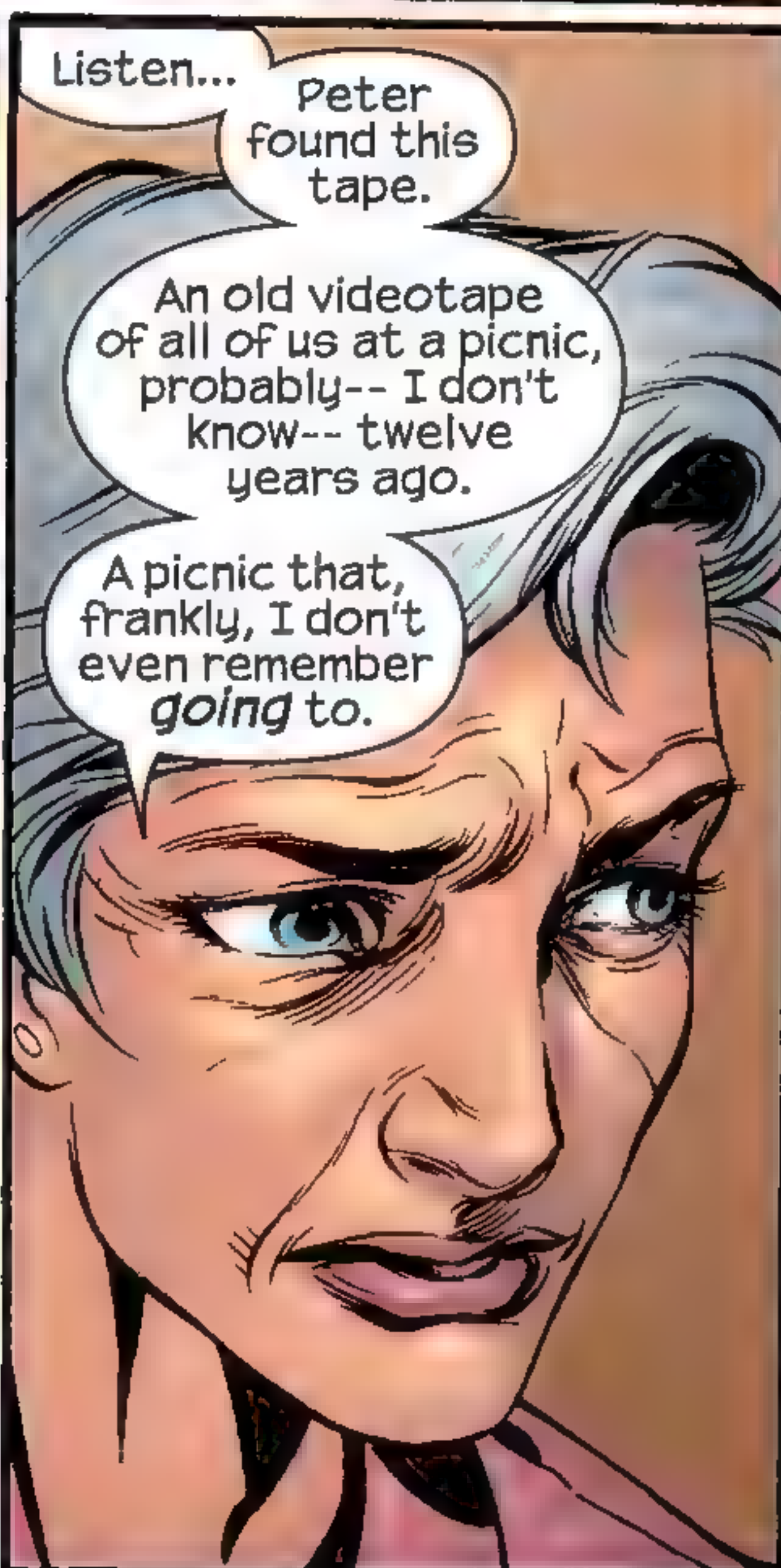
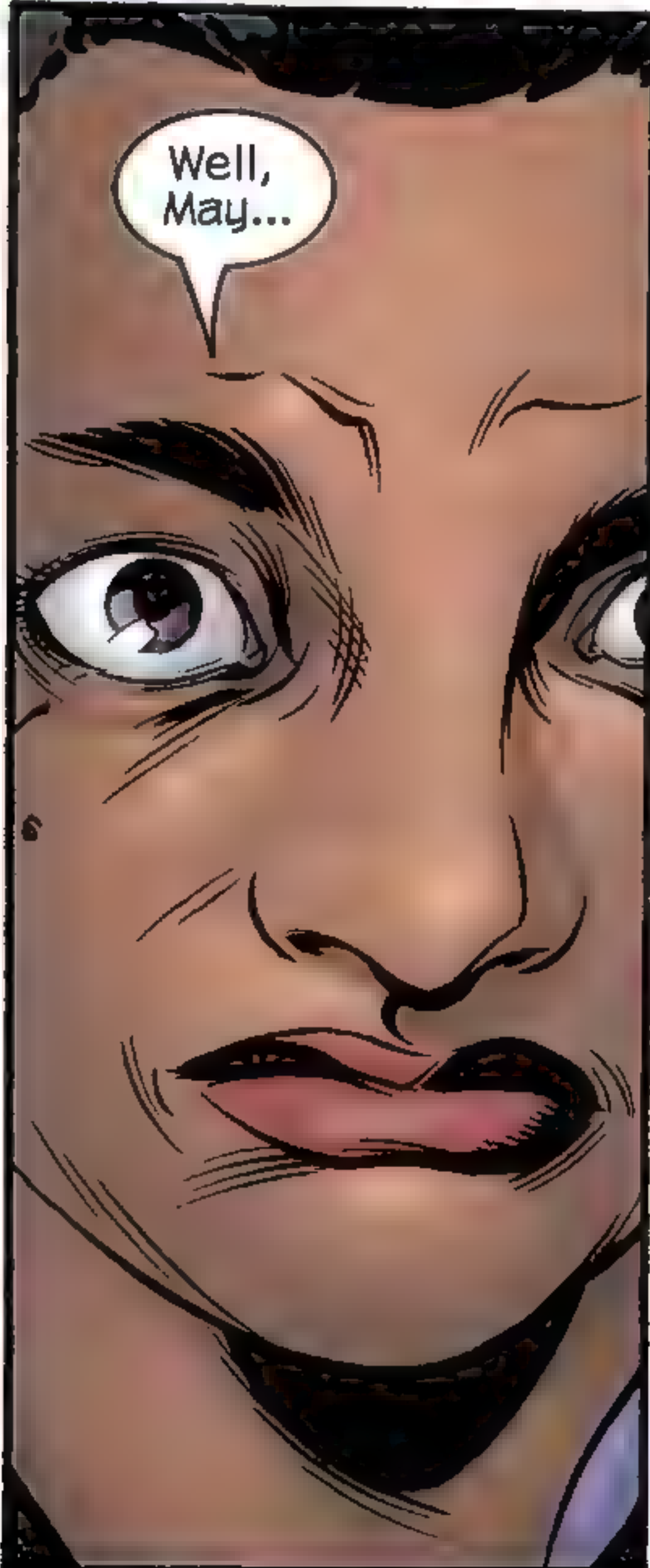
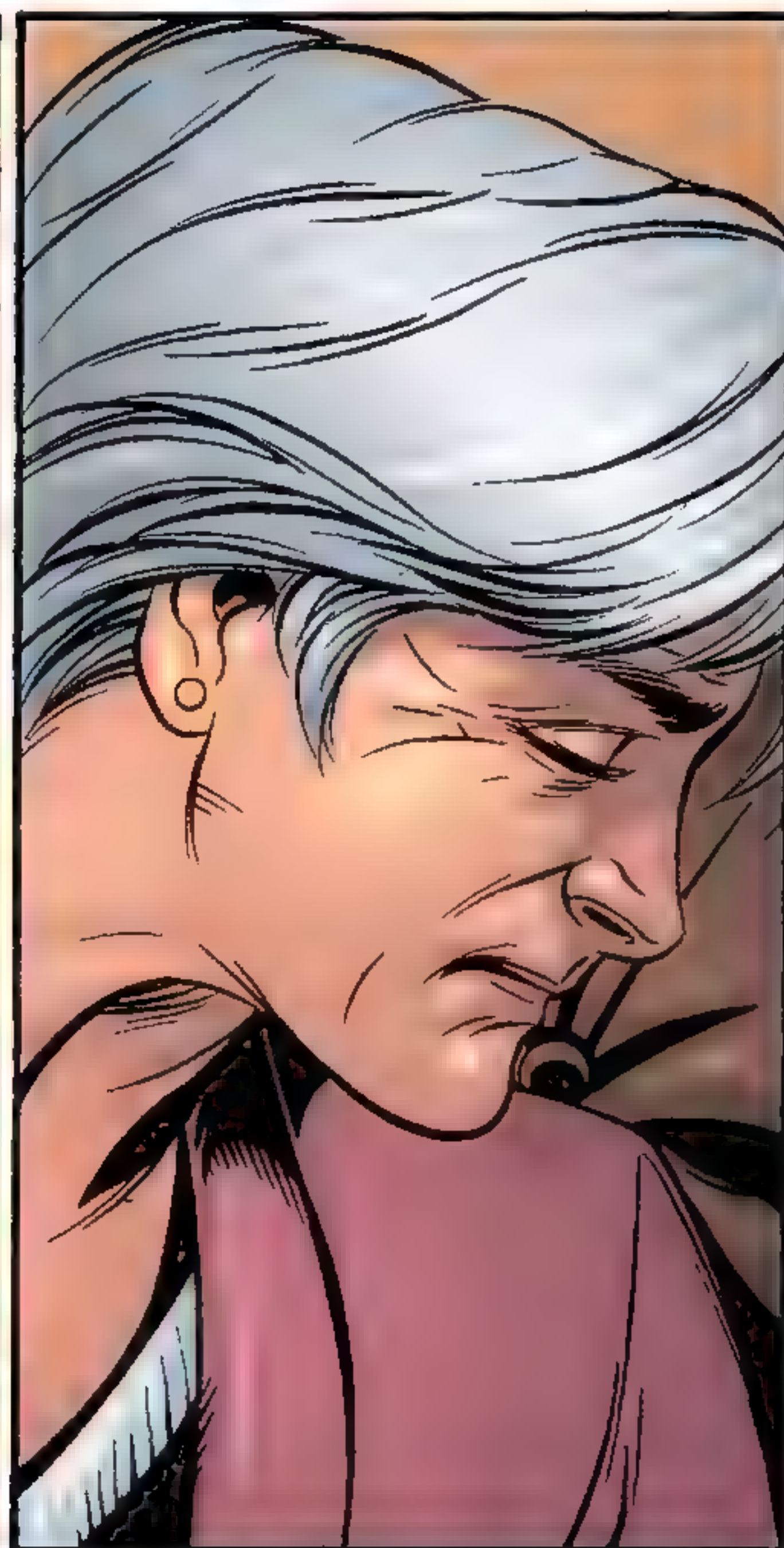
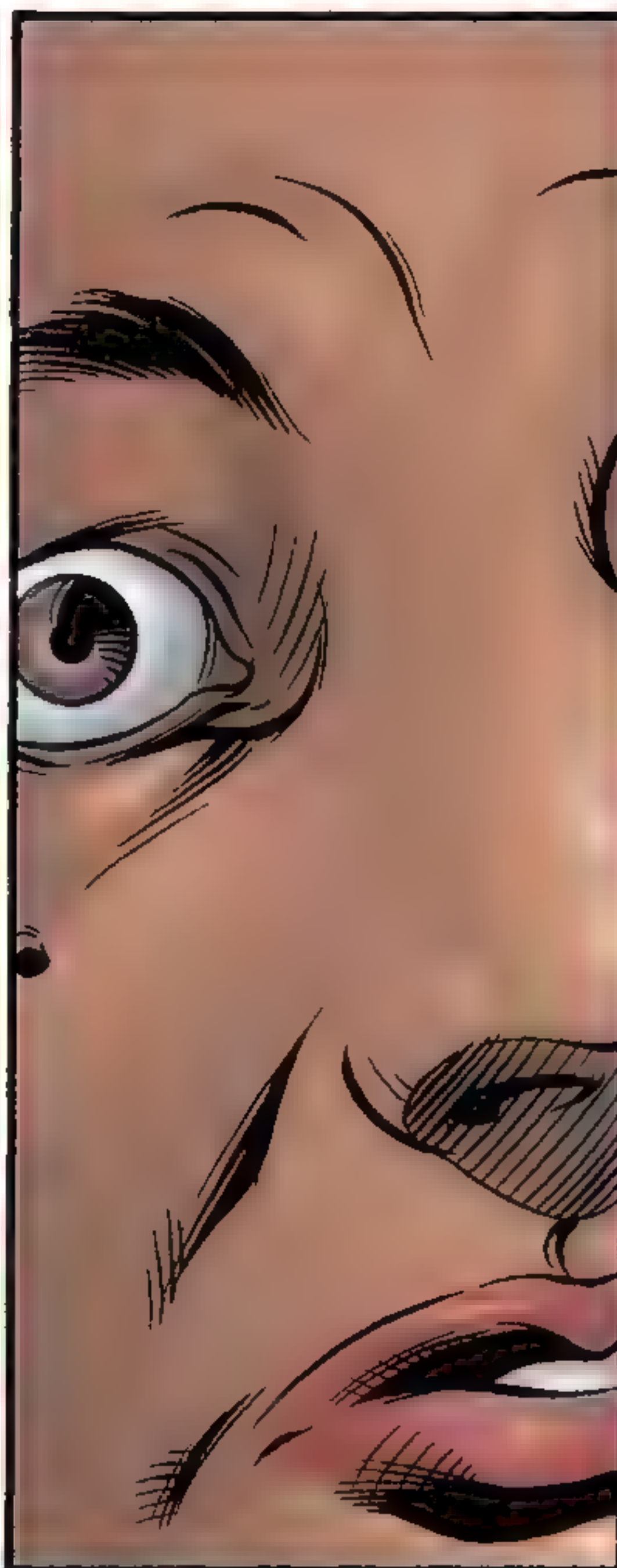
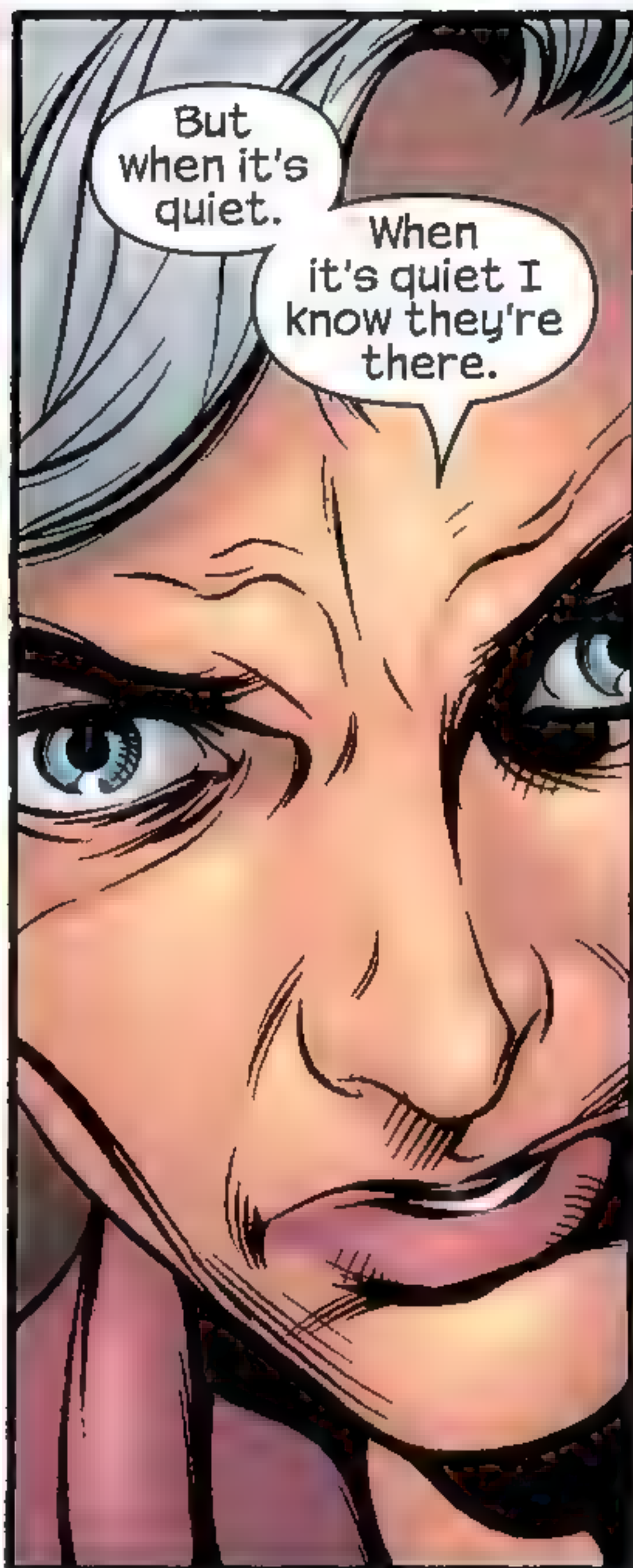


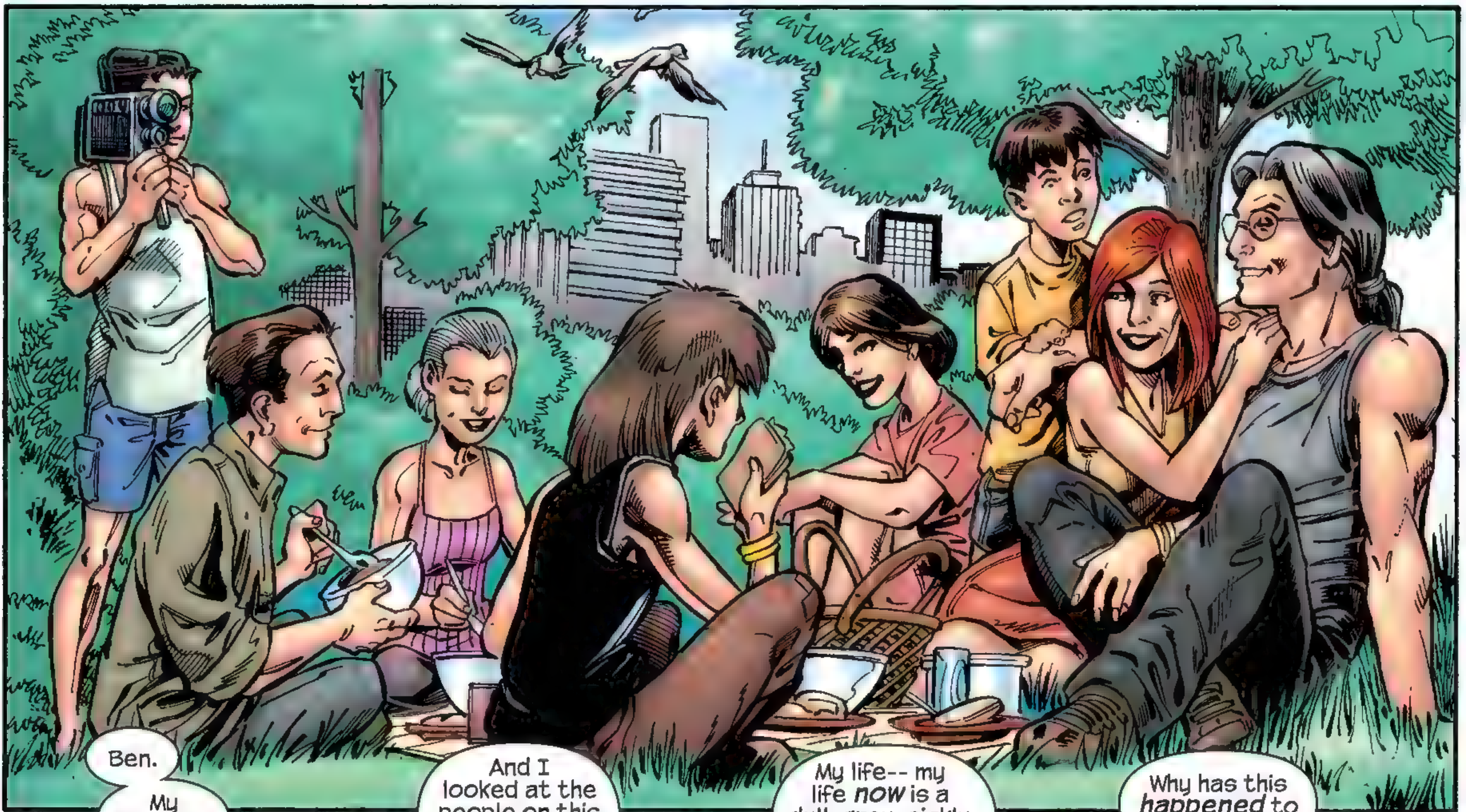
That hour and a half where if I stop moving for a *second* I'll be left alone with my thoughts.

(And I'll have to hear the ghosts.)



The ghosts?





Ben.

My husband.

Little Peter. Some friends.

And I looked at the people on this tape and my first thought was...

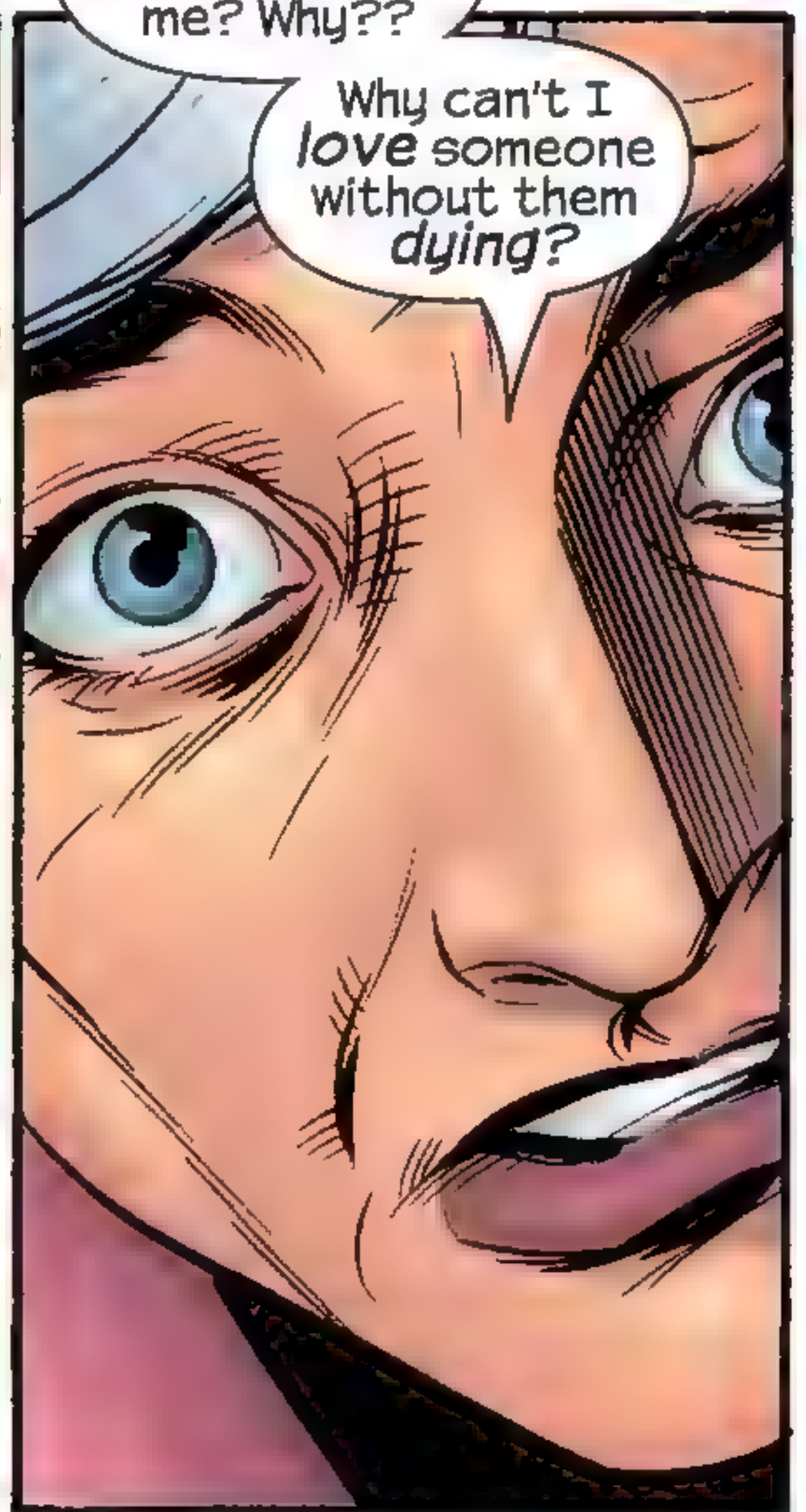
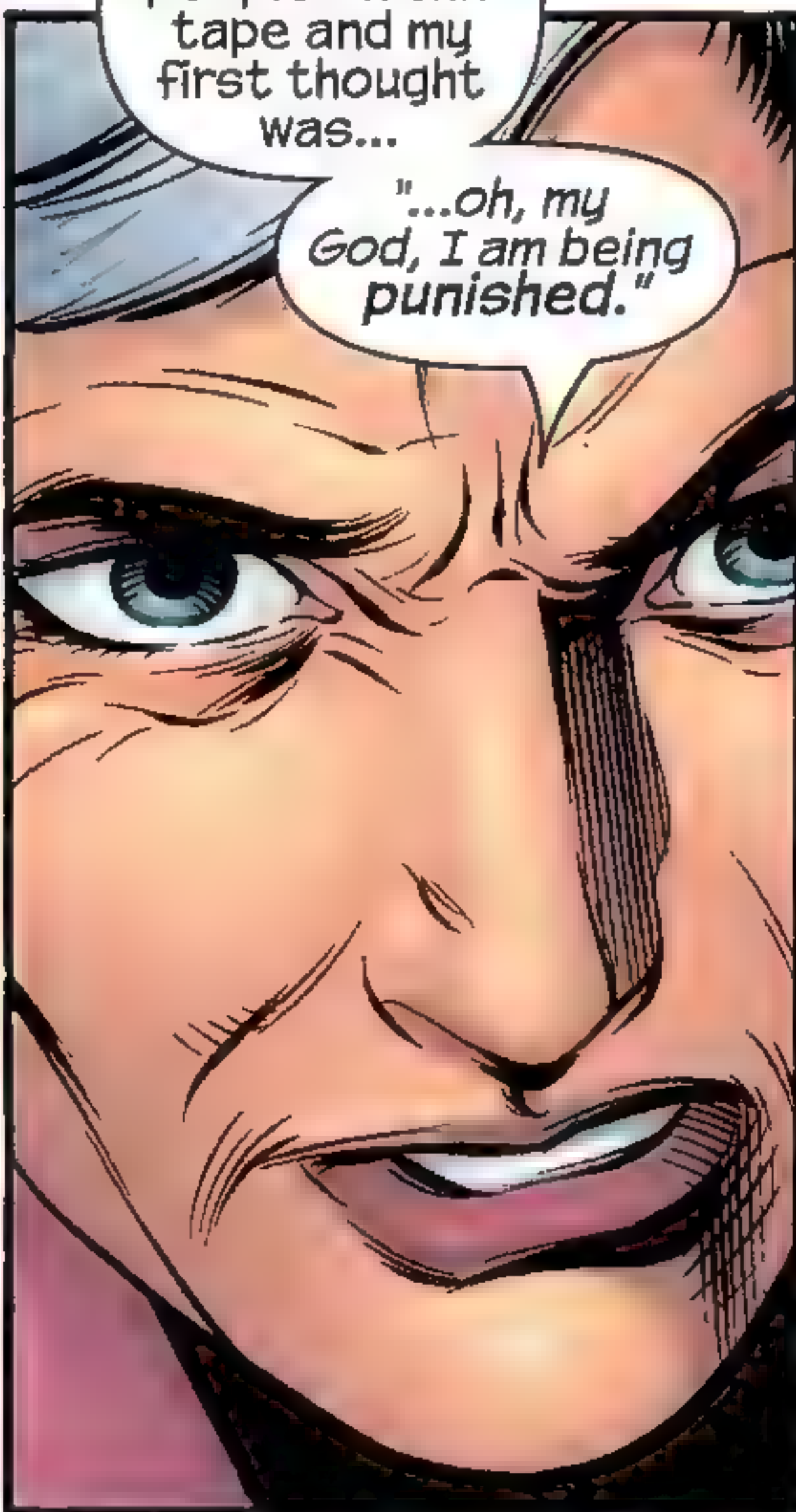
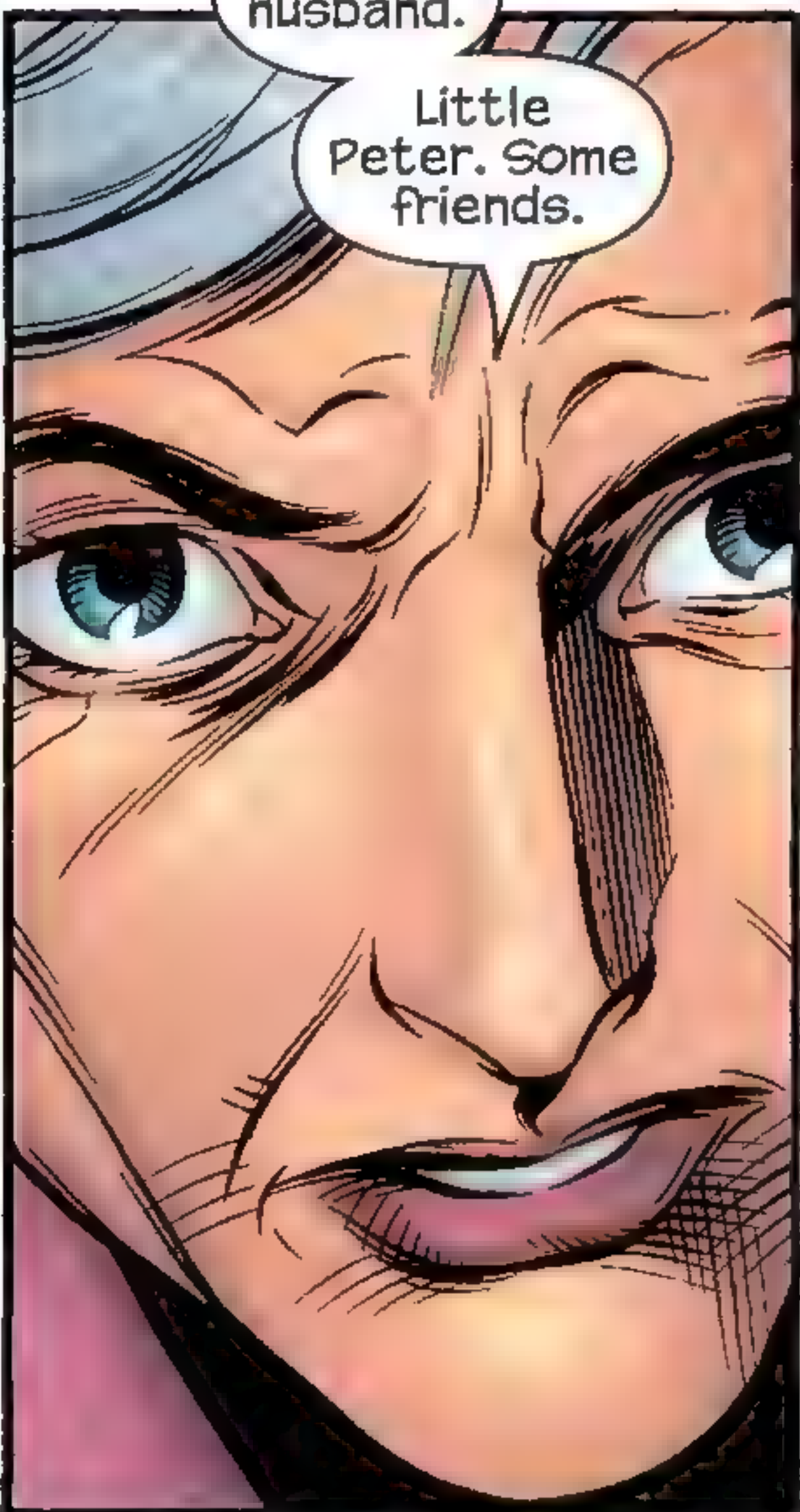
"...oh, my God, I am being punished."

My life-- my life *now* is a dull, grey, sickly mockery of the life I had on that tape.

That woman on that tape was in *love* and-- and had a *family*.

Why has this happened to me? Why??

Why can't I love someone without them *dying*?



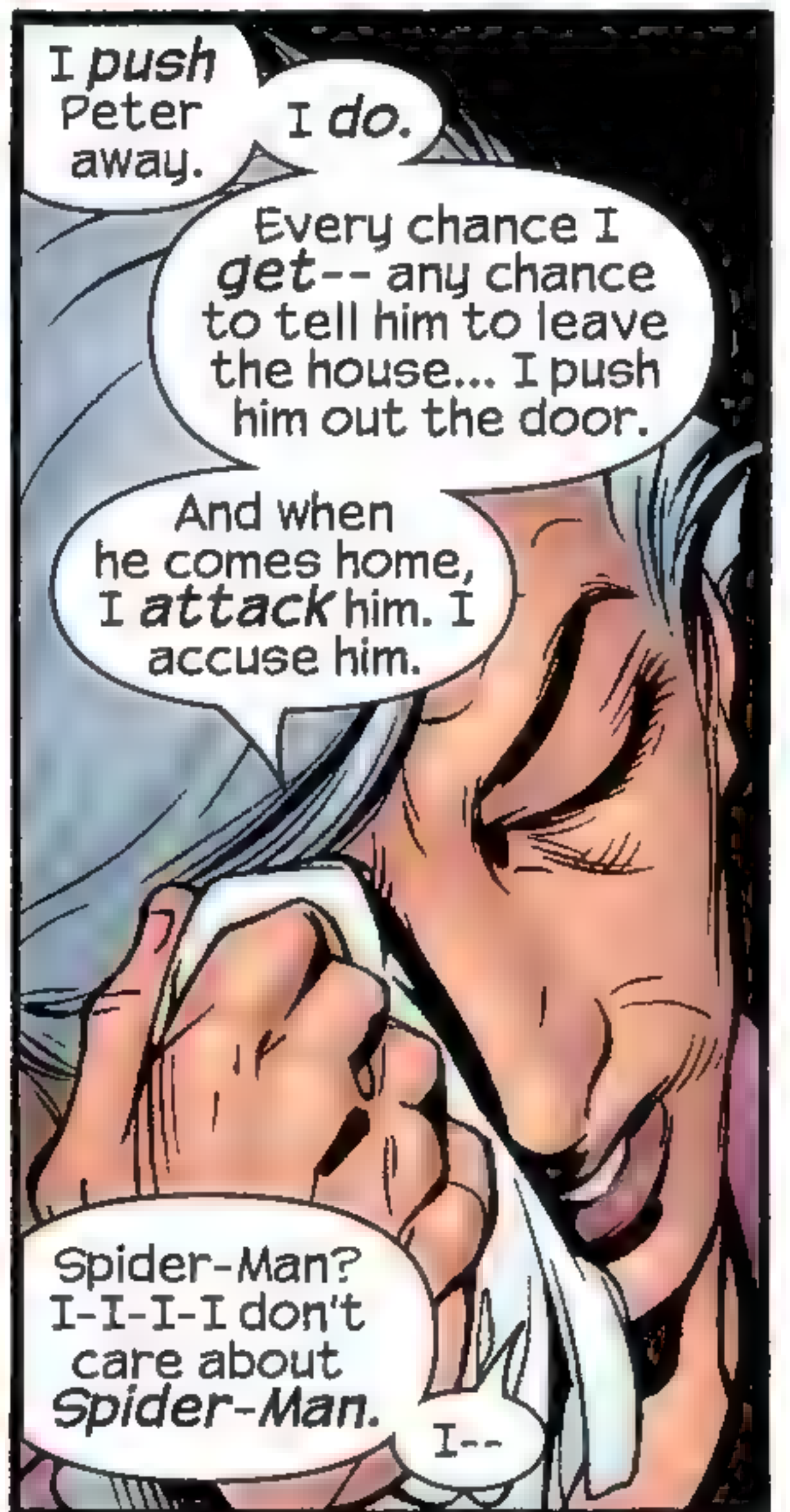
I-- oh, God-- I look around me and realize that I am *so* alone.



You're not alone, May.

You have friends.

You have Peter.



I push Peter away.

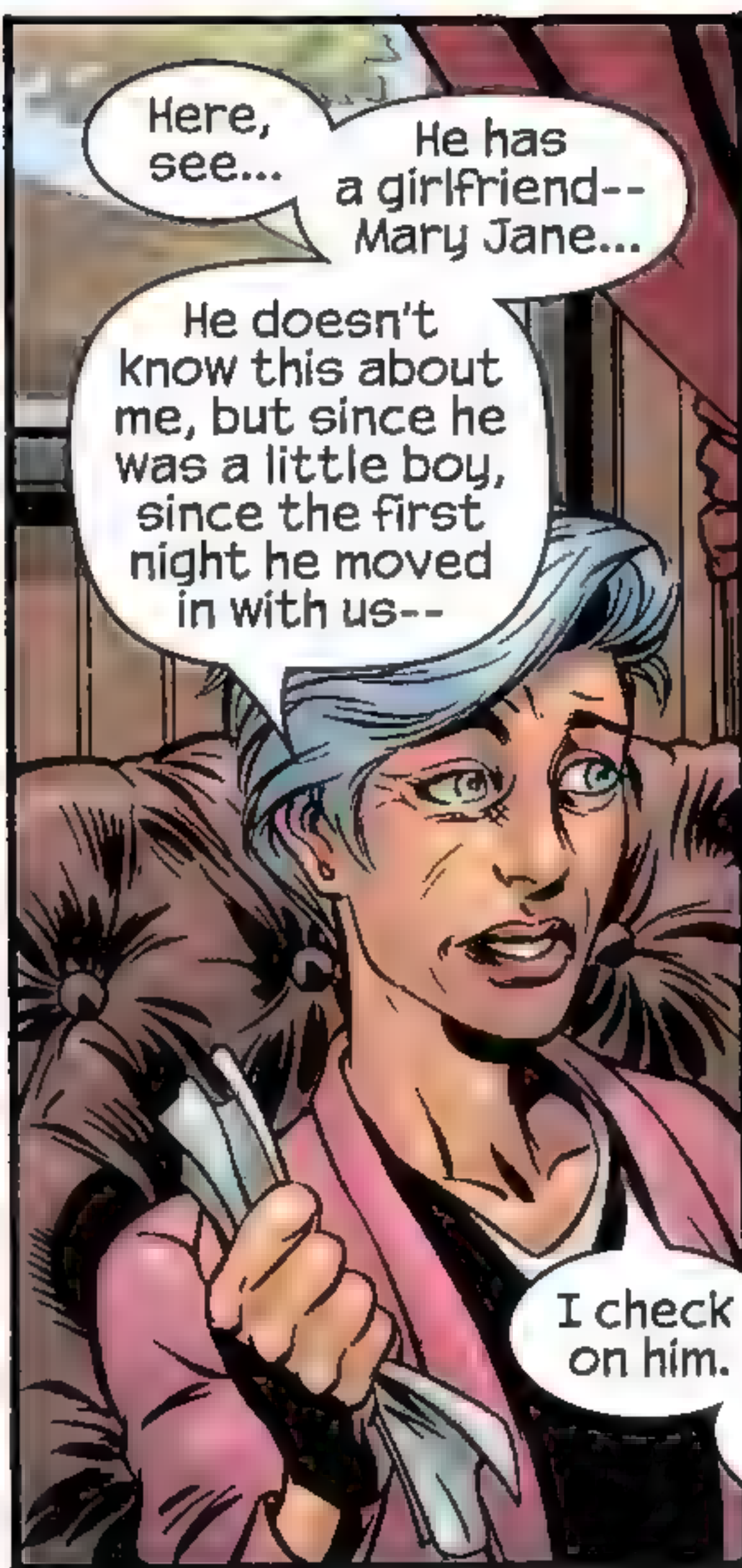
I do.

Every chance I *get*-- any chance to tell him to leave the house... I push him out the door.

And when he comes home, I *attack* him. I accuse him.

Spider-Man? I-I-I-I don't care about Spider-Man.

I--



Here, see...

He has a girlfriend-- Mary Jane...

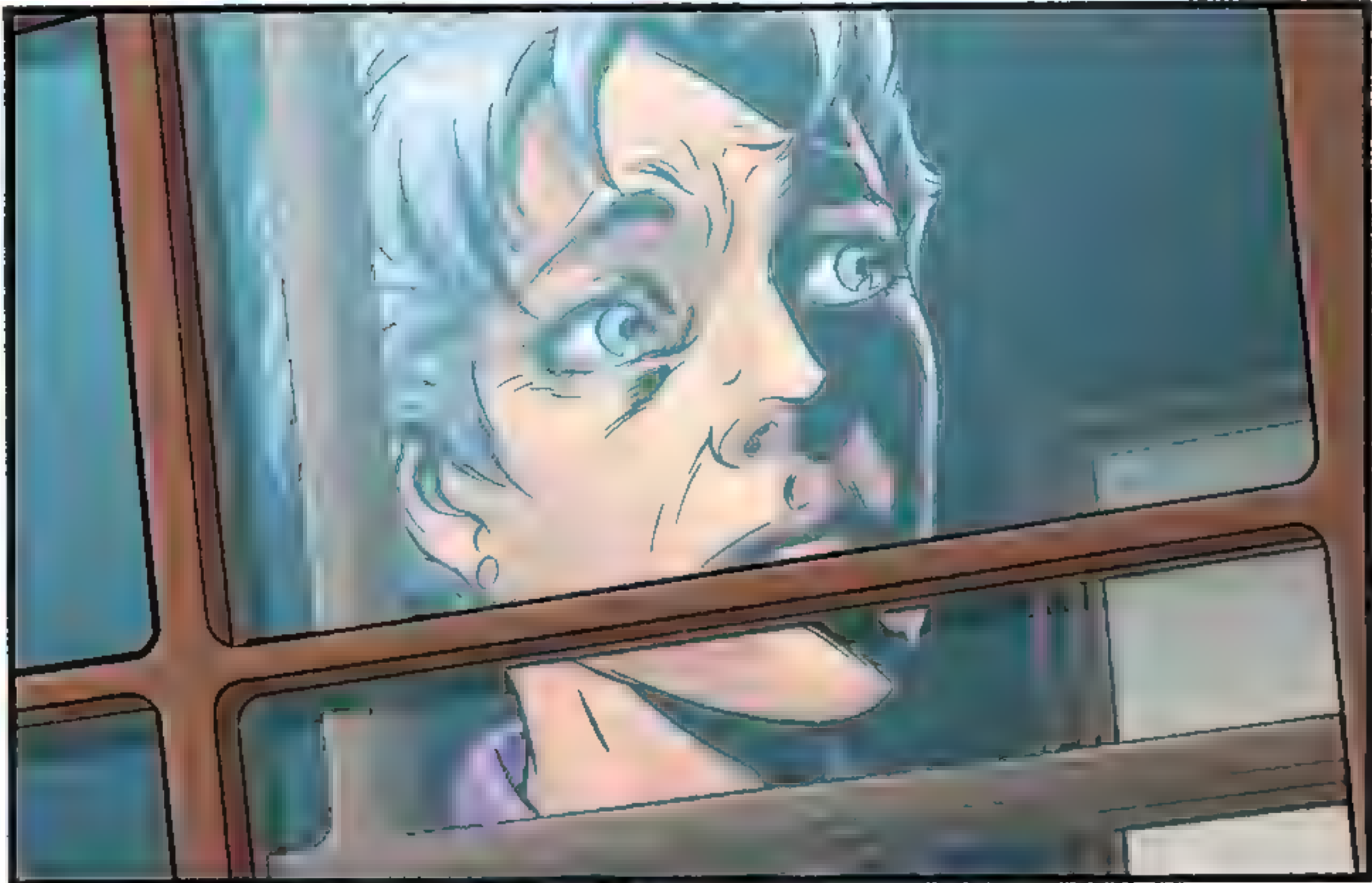
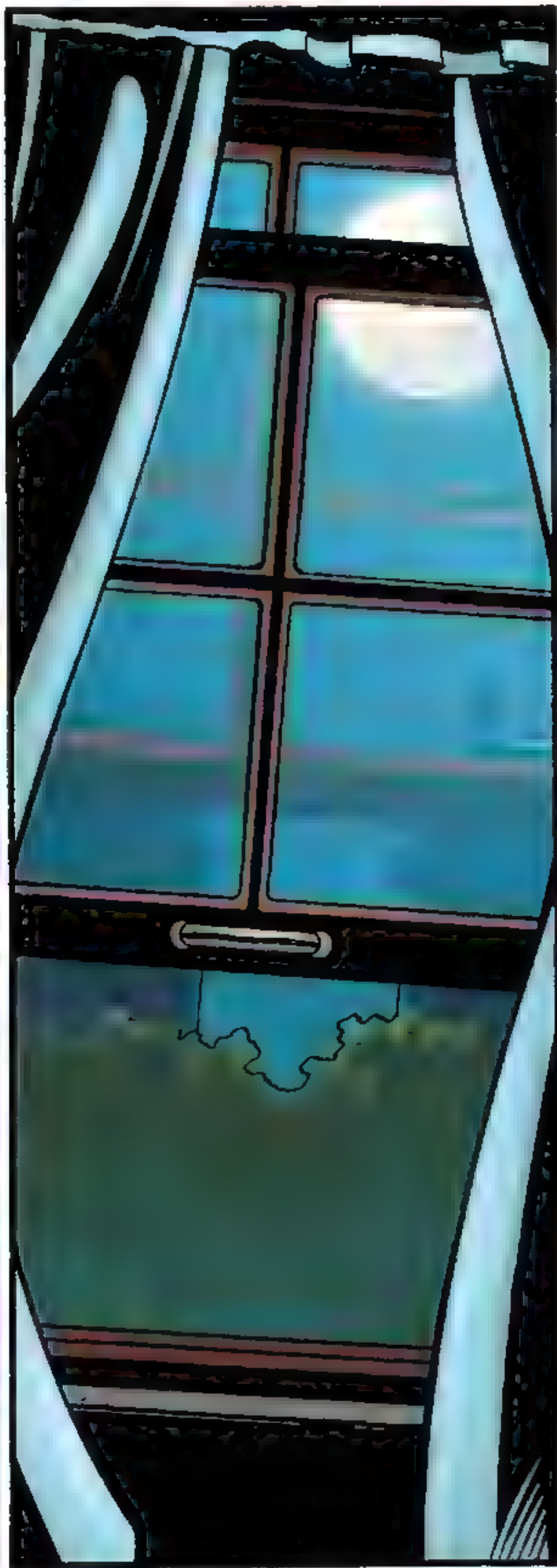
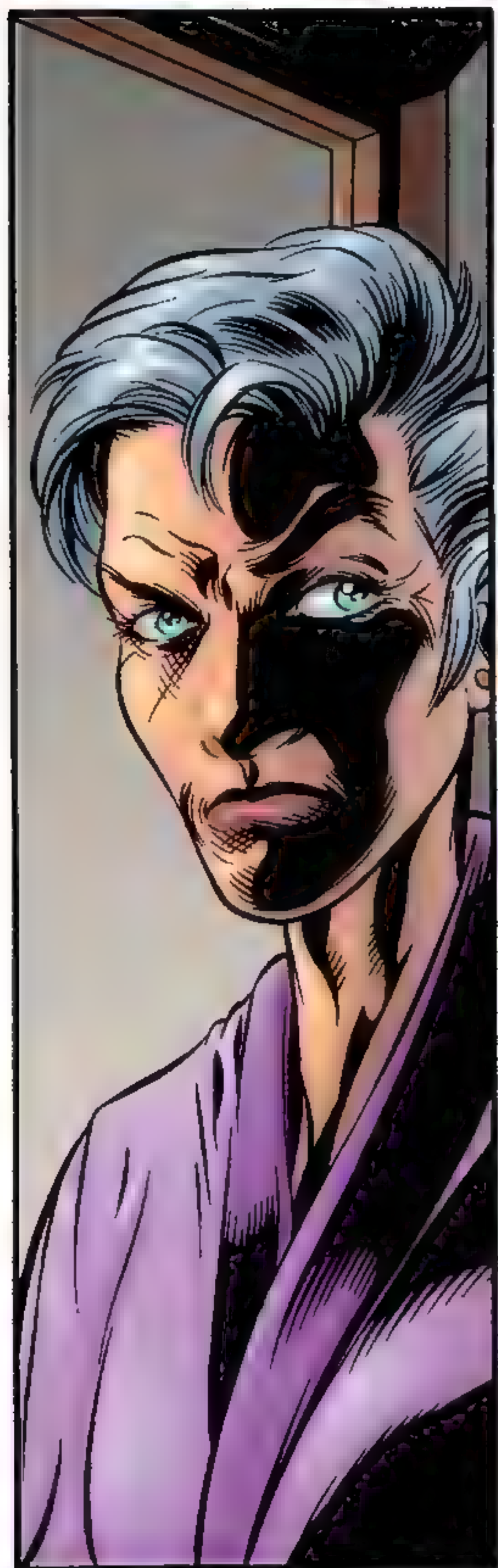
He doesn't know this about me, but since he was a little boy, since the first night he moved in with us--

I check on him.

Every night.

And, lately, half the time-- he isn't even *in* there.

He crawls out the window and runs down the street to see her.



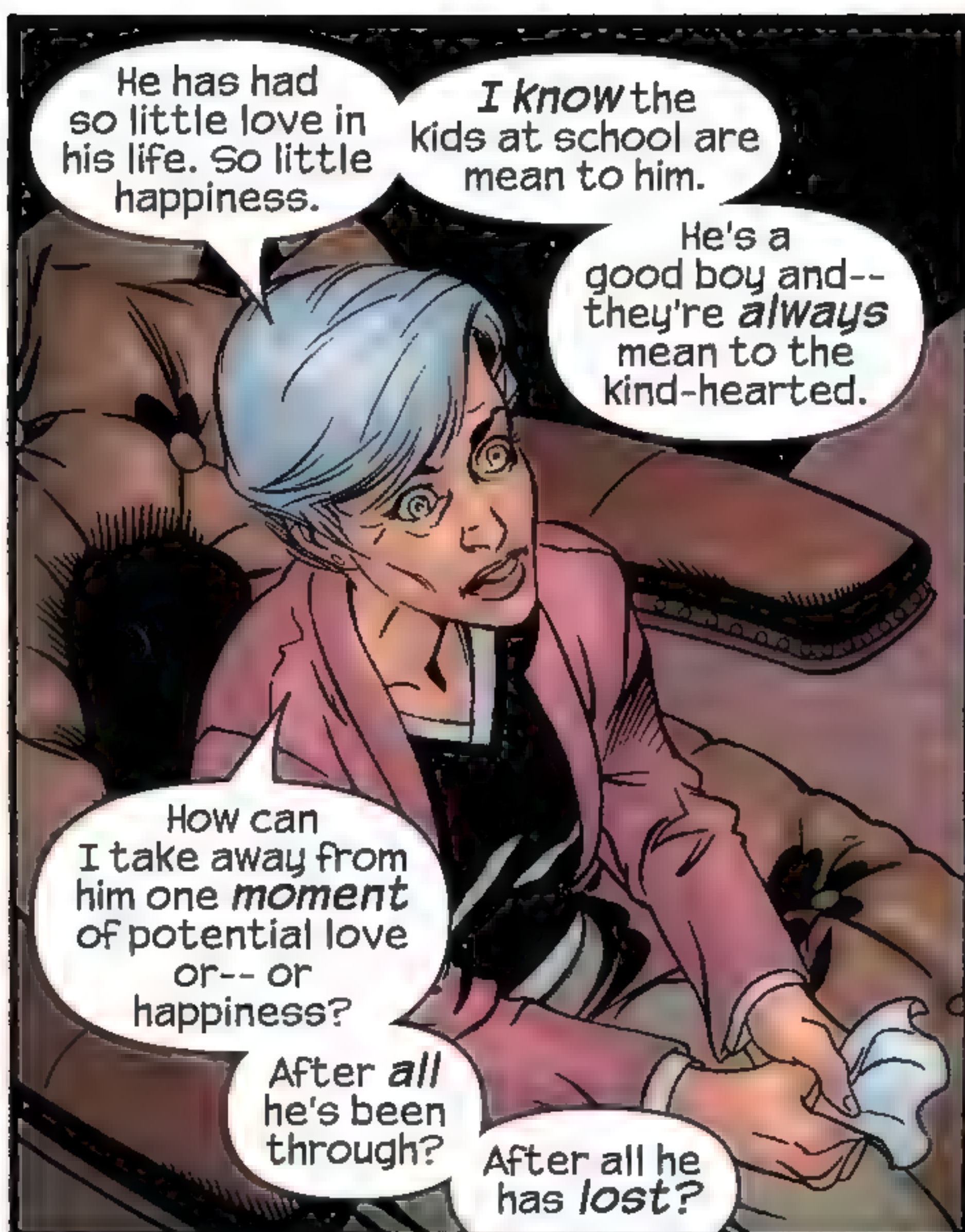
"When I was that age..."

"I had run away from home and was sleeping in some guy's basement in San Francisco.

"So what am I going to do about him running across the street, with his all A's, see?

"What am I going to do?"





He has had so little love in his life. So little happiness.

I know the kids at school are mean to him.

He's a good boy and-- they're *always* mean to the kind-hearted.

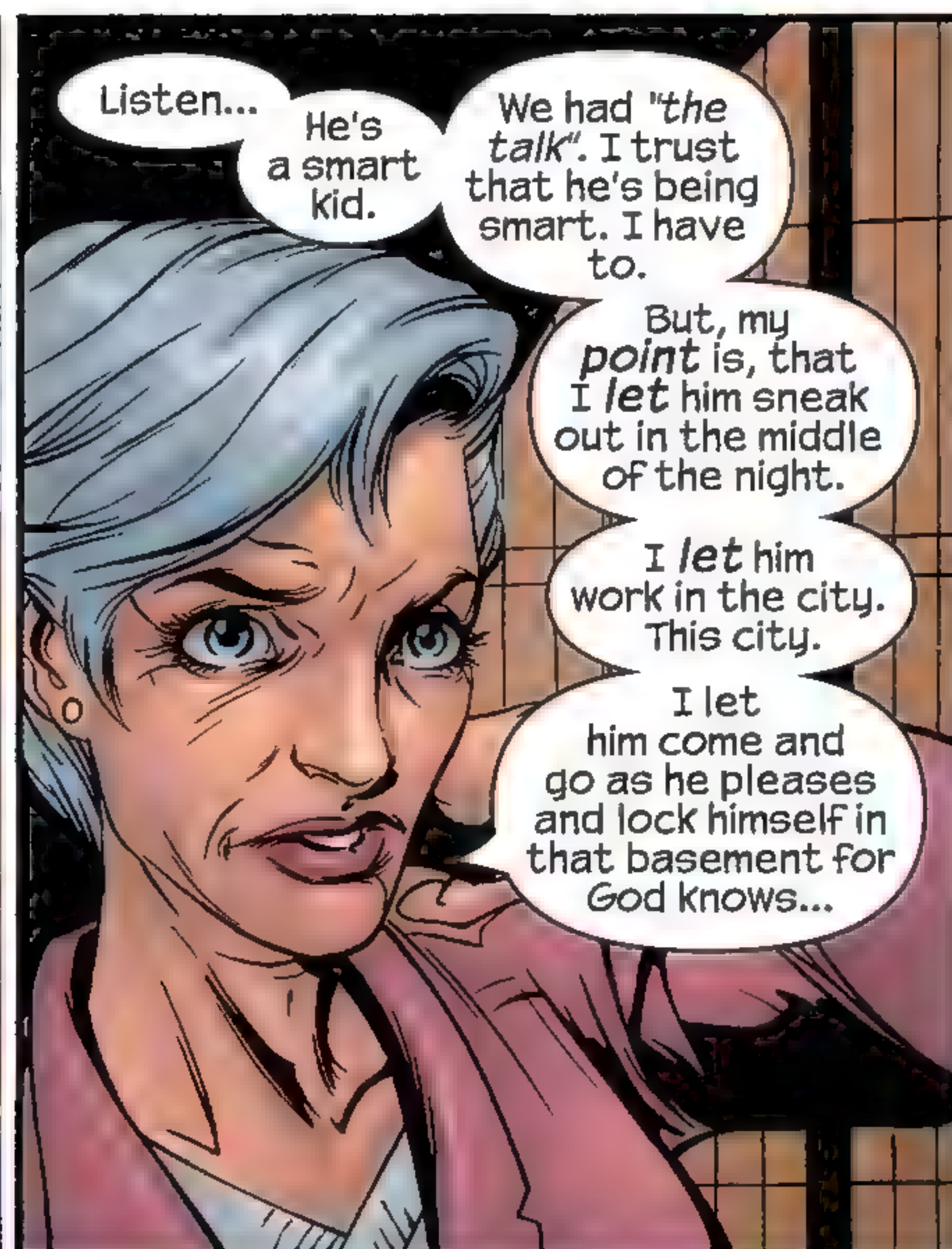
How can I take away from him one *moment* of potential love or-- or happiness?

After *all* he's been through?

After all he has *lost*?



Are you worried that they are having sex?



Listen...

He's a smart kid.

We had "*the talk*". I trust that he's being smart. I have to.

But, my *point* is, that I *let* him sneak out in the middle of the night.

I *let* him work in the city. This city.

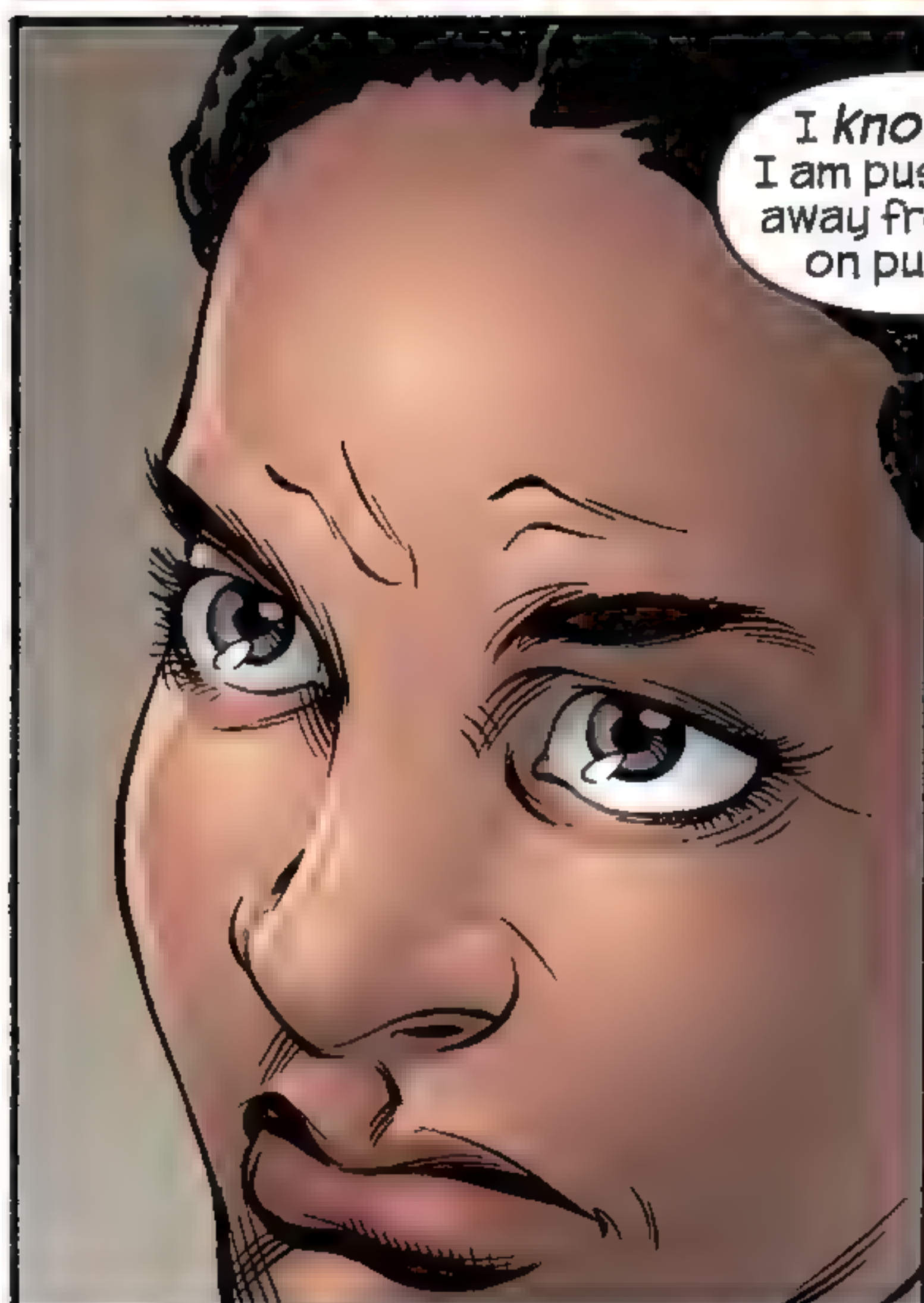
I *let* him come and go as he pleases and lock himself in that basement for God knows...



I let him do whatever he wants and I pride myself on being so *free* and *open* with him-- letting him *grow*.

And then I attack him for using the freedom I offer him.

But I know the *truth*.



I *know* that I am pushing him away from me... on purpose.

Because I know if he gets too close to me--



--he'll--

--he'll **DIE!!**



Like everyone else.



May, *tsk*, do you actually think that your *loving* someone...?

No, I mean, no.



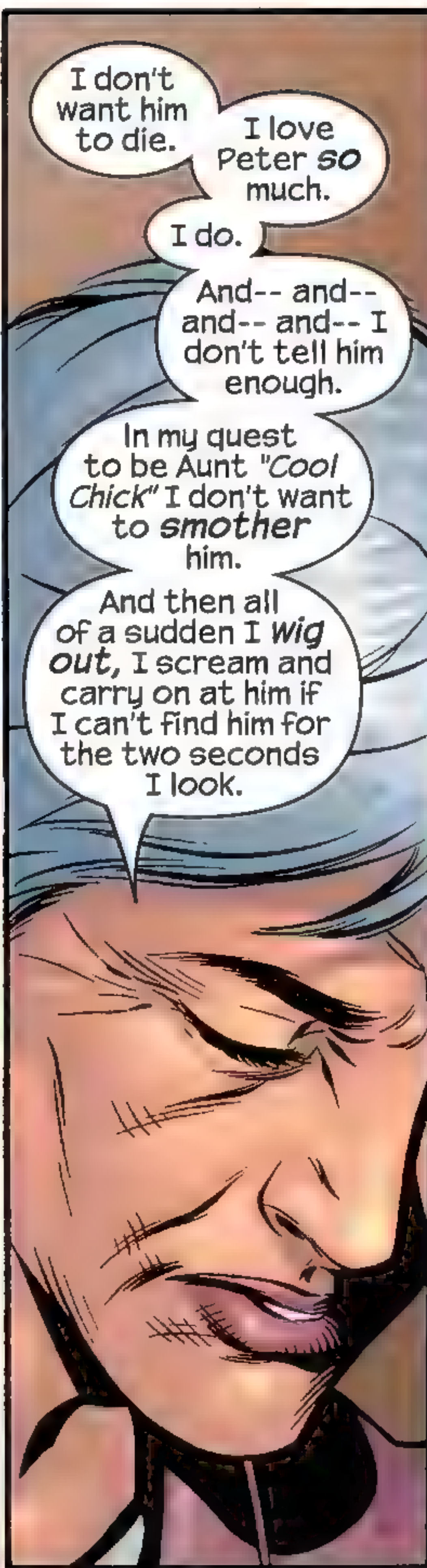
When I use logic-- I *know* it's crazy talk.

I'm *not* crazy.

I *know* that they're not connected, but I can't help it-- my thoughts--

Spider-Man, all of it.

I can't help what I *think*.



I don't want him to die.

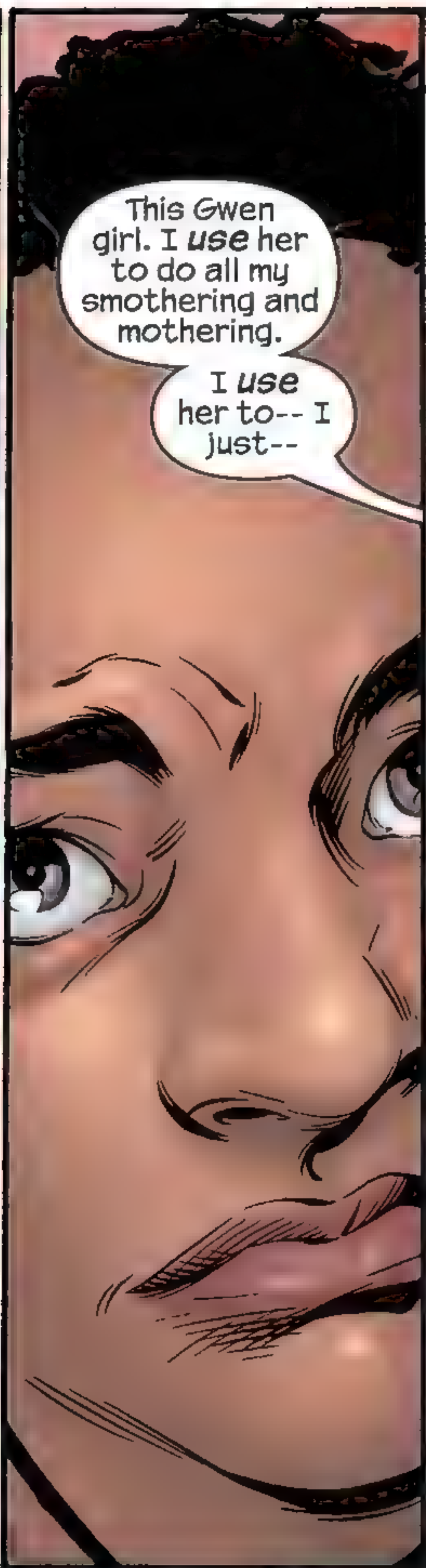
I love Peter *so* much.

I do.

And-- and-- and-- I don't tell him enough.

In my quest to be Aunt "*Cool Chick*" I don't want to *smother* him.

And then all of a sudden I *wig out*, I scream and carry on at him if I can't find him for the two seconds I look.



This *Gwen* girl. I *use* her to do all my smothering and mothering.

I *use* her to-- I just--



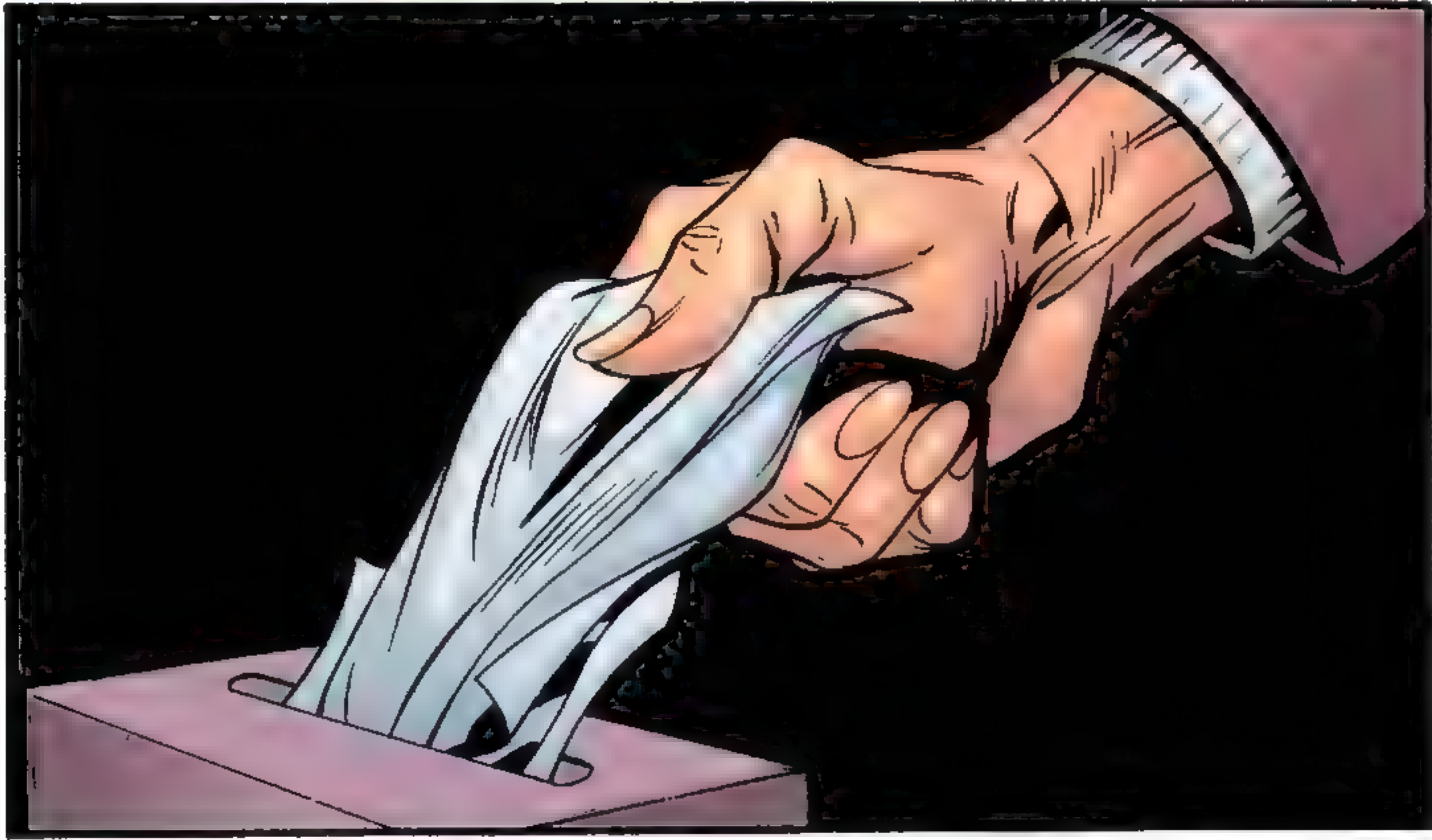
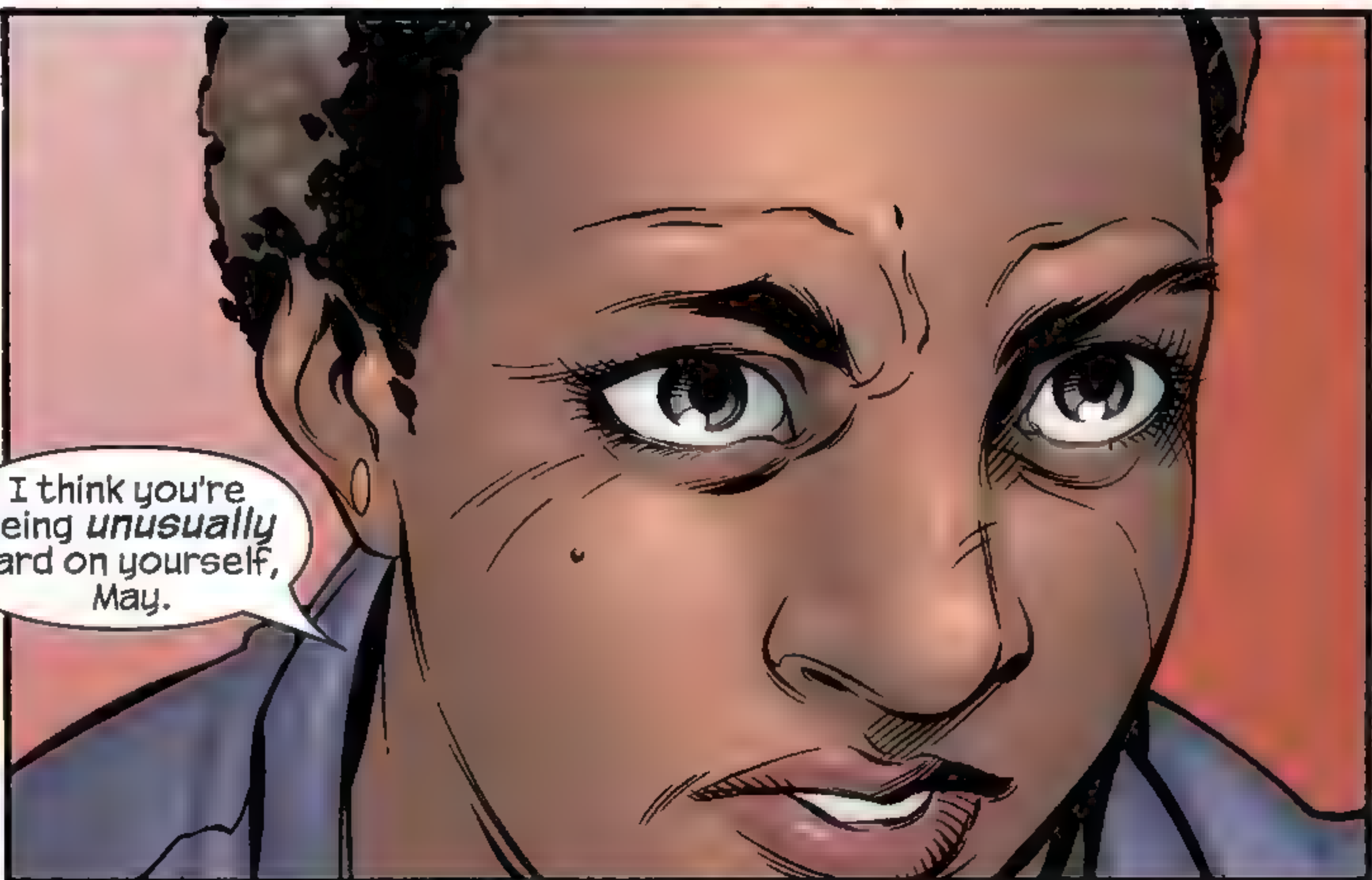
I'm *not* a good person, don't you see?

I'm pushing away people I love and giving my affection to total strangers.

I'm not a *good* person.

Well...

I think you're being *unusually* hard on yourself, May.





These-- May, these tragedies in your life...

You shouldn't feel "guilty" for coming here to talk about them.

You shouldn't feel guilty about *any* of your feelings.

Nothing about these feelings is easy.



And I want to point out that the way you've chosen to *deal* with tragedy is to reach out and help people.

You could be moping, drinking...

...anything.

But you-- you brought a *stranger* into your home.

Most people would *never* do that.



I'm not just saying that to make you feel better. I really believe it.

You probably *saved* that girl's life.

Do you need *her* as much as she needs *you*? Maybe.



And you know what? That's what being a part of a civilization is.

Our society.

People need each other. It's okay.



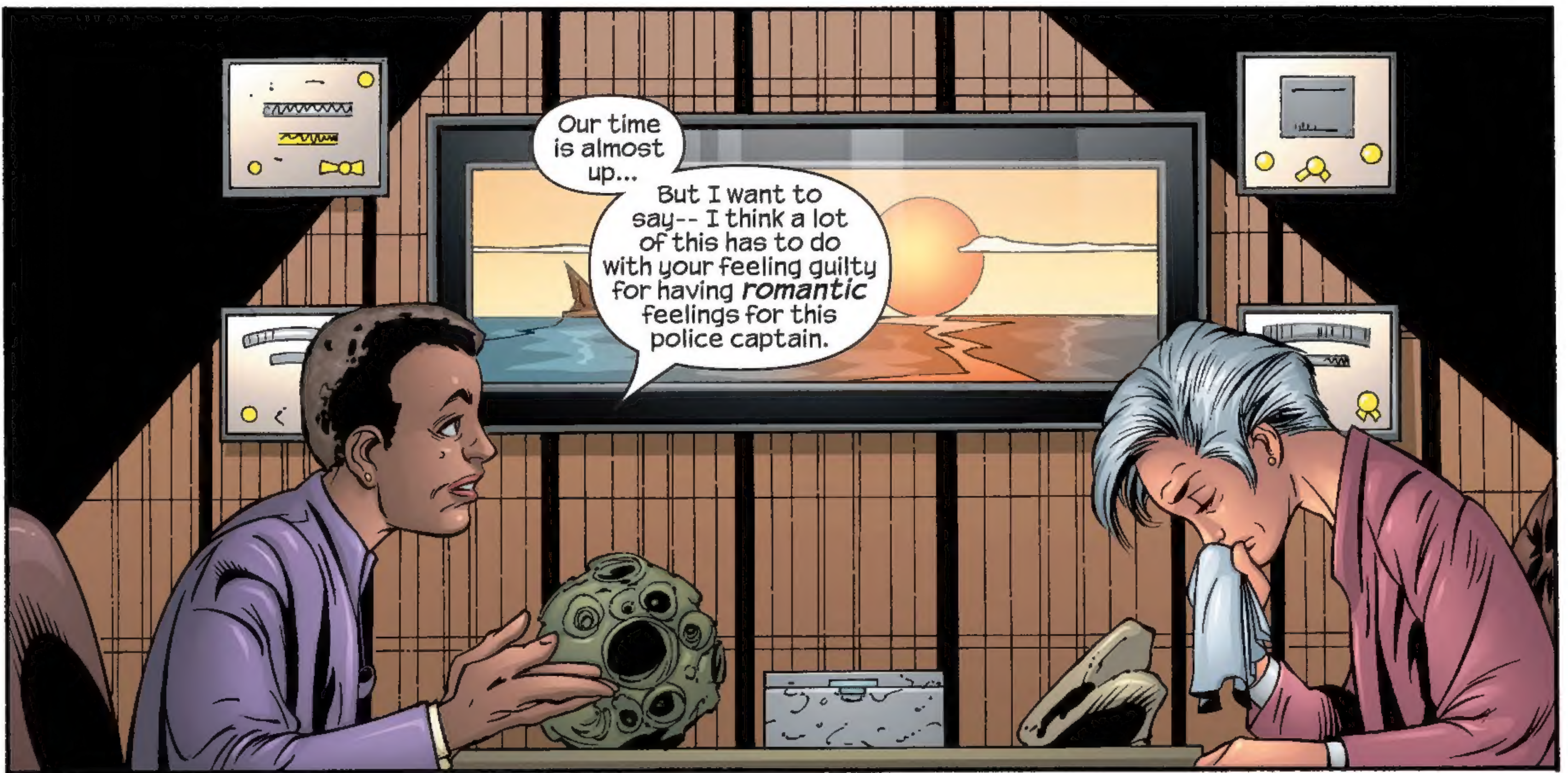
But I think you should talk to Peter more.

I think the tragedy in your life is a *shared* tragedy.

And I think that he may be going through a surprising amount of the same things-- similar issues.

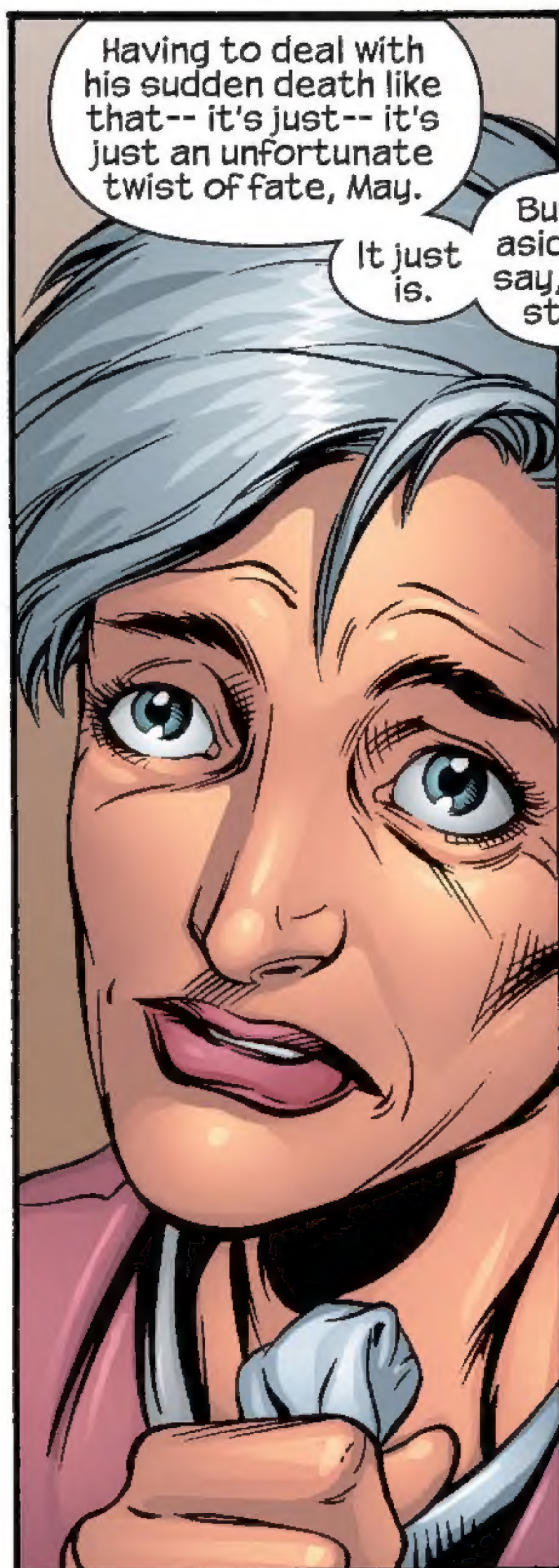
He might be *relieved*-- it might make him feel better knowing you *both* have these feelings.





Our time is almost up...

But I want to say-- I think a lot of this has to do with your feeling guilty for having *romantic* feelings for this police captain.



Having to deal with his sudden death like that-- it's just-- it's just an unfortunate twist of fate, May.

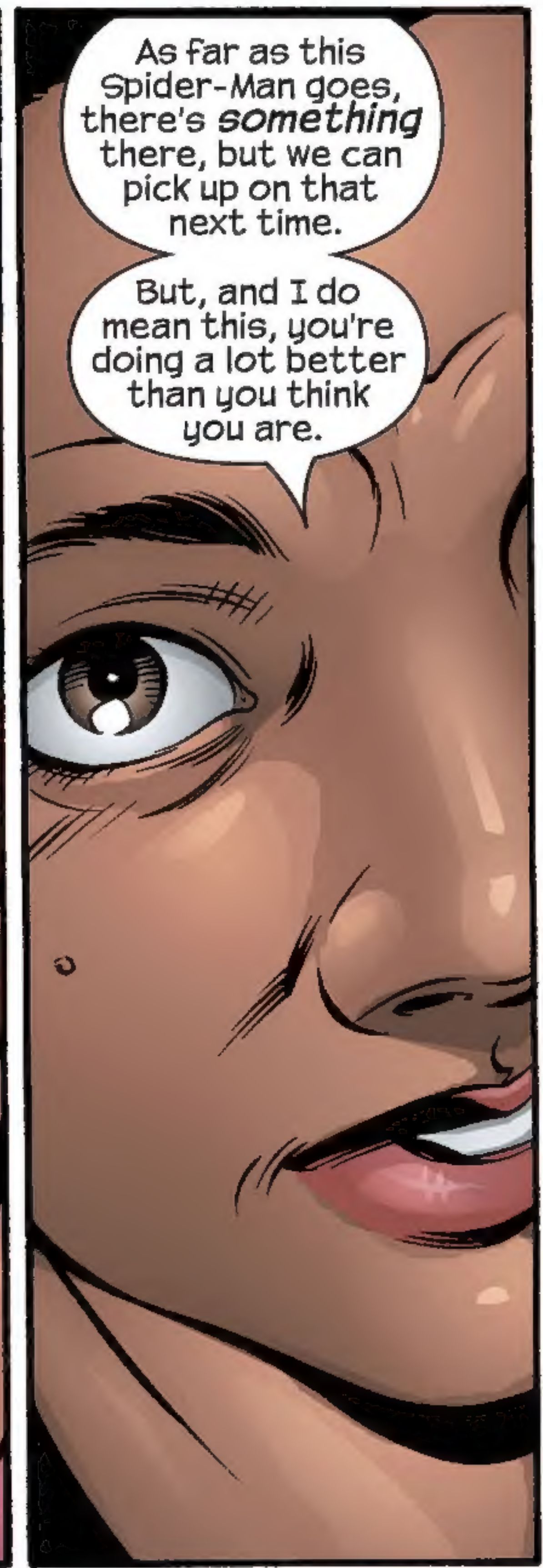
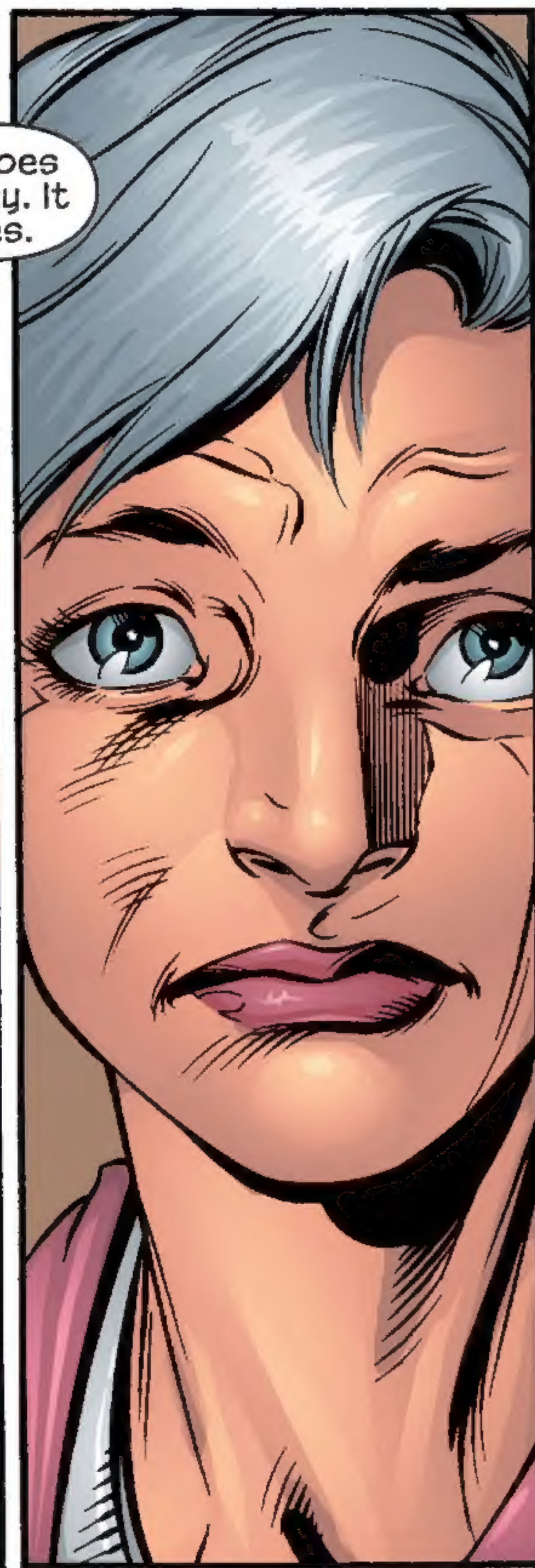
It just is.

But that aside, I will say, at this stage--



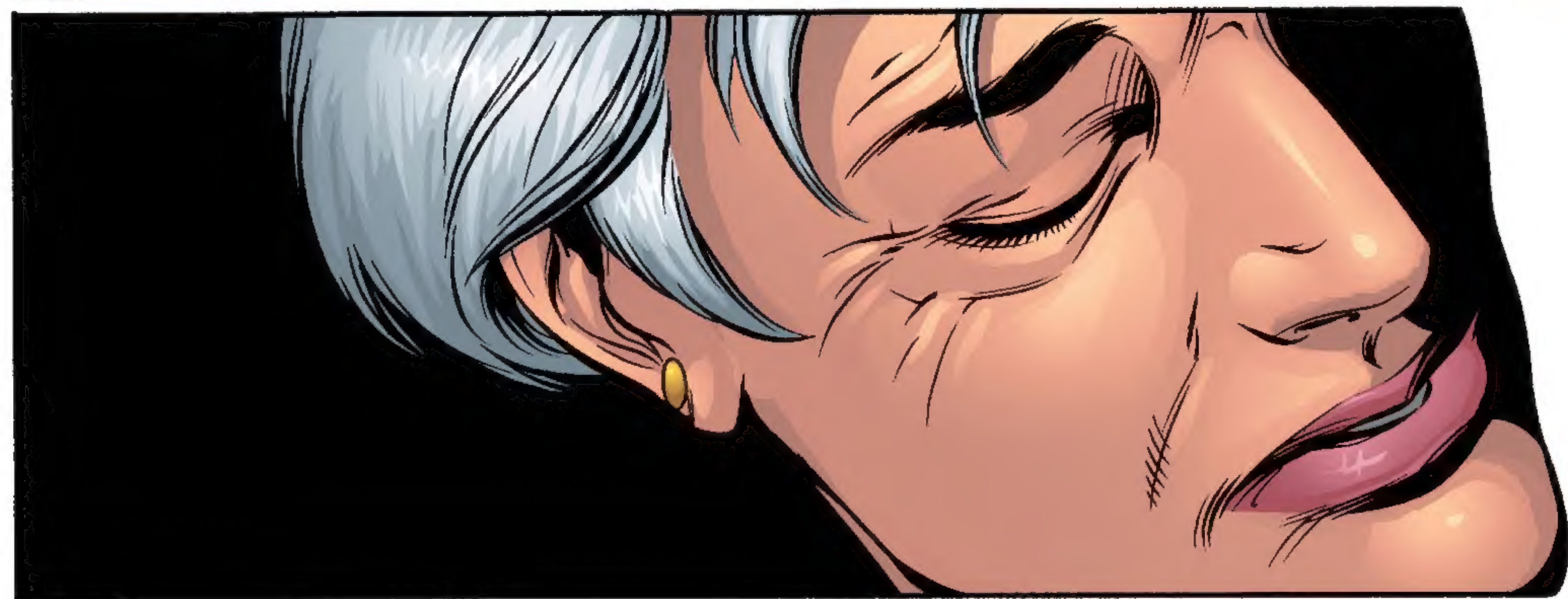
Your interest in another man is *healthy* and to be *applauded*.

Life goes on, May. It does.

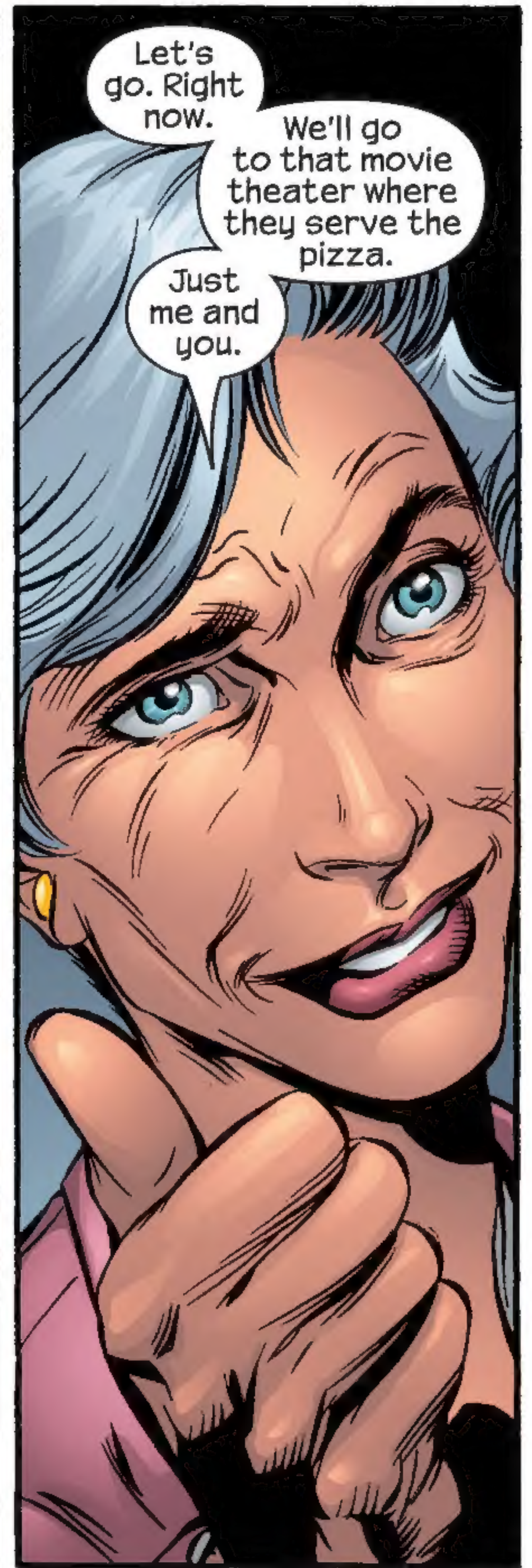
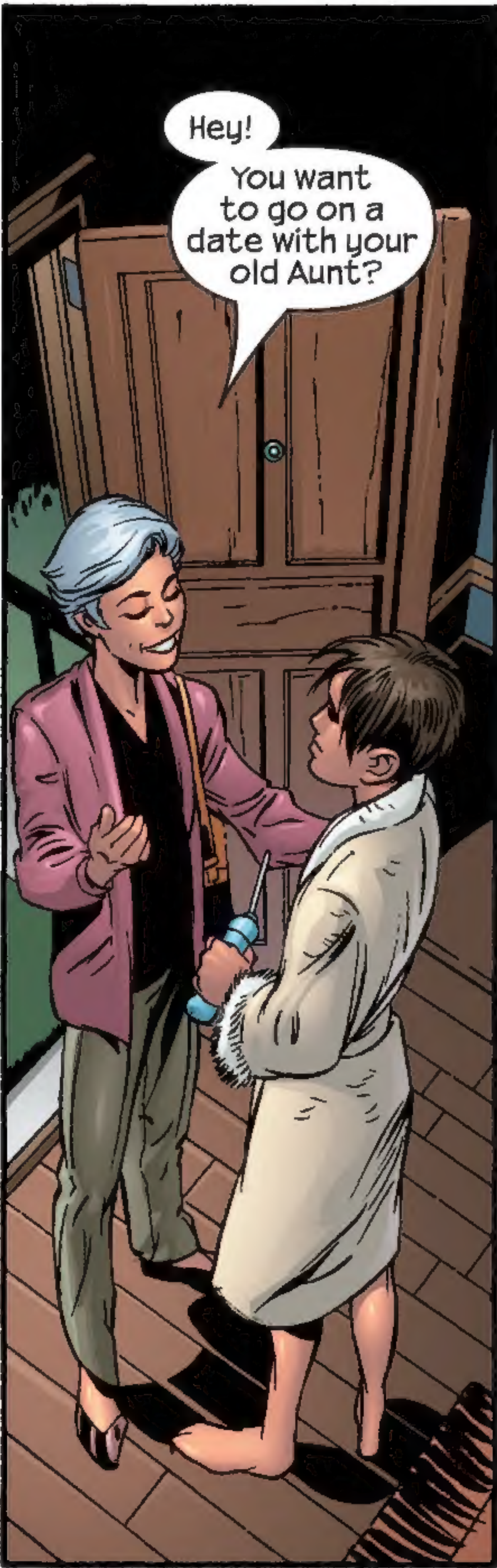
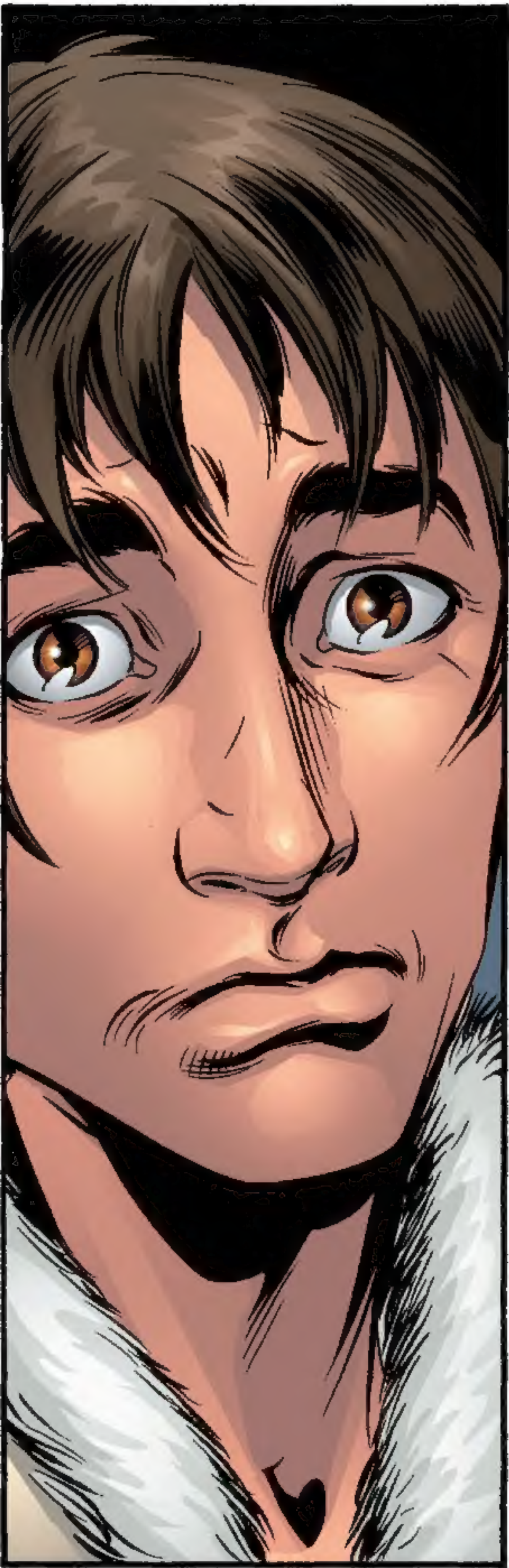
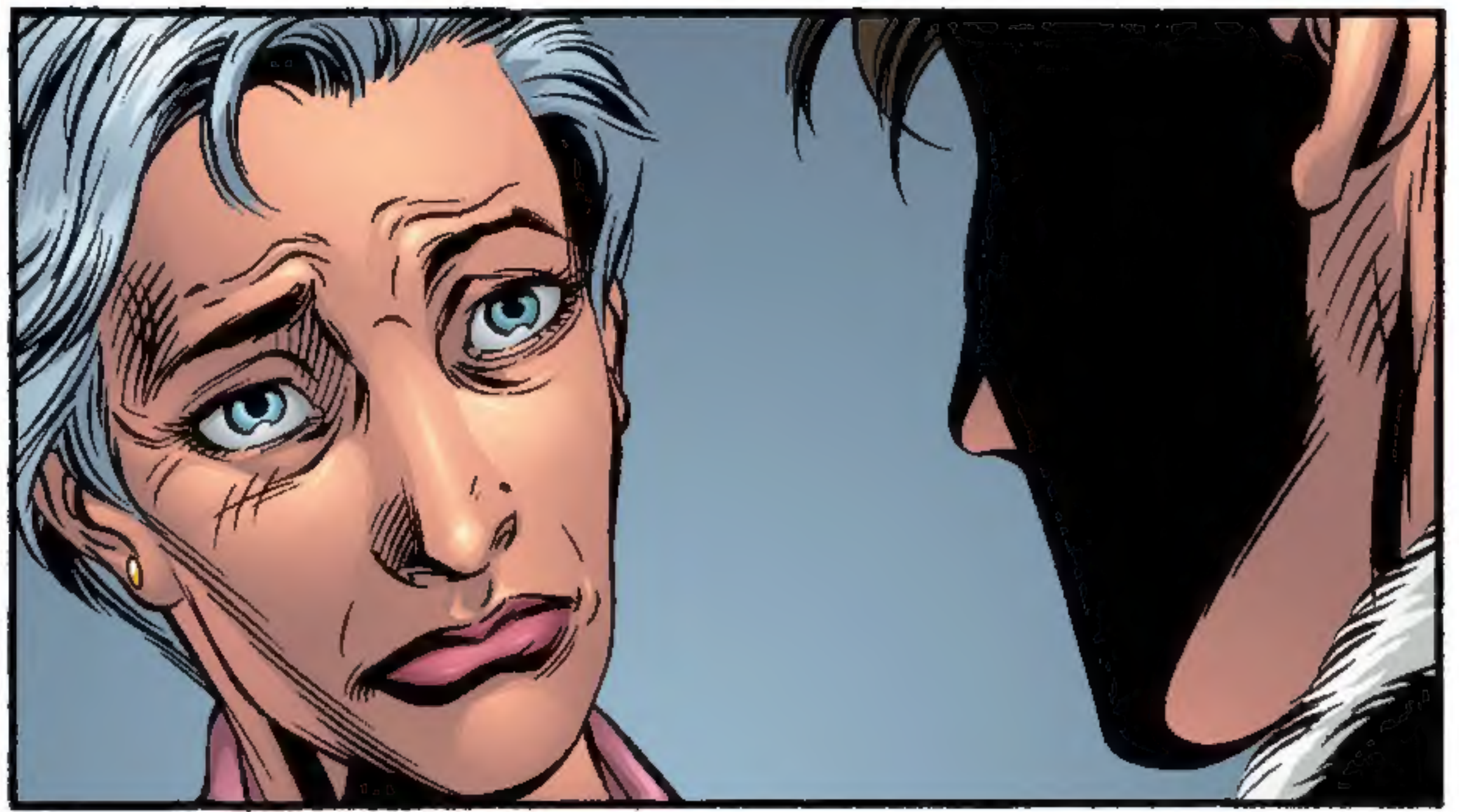
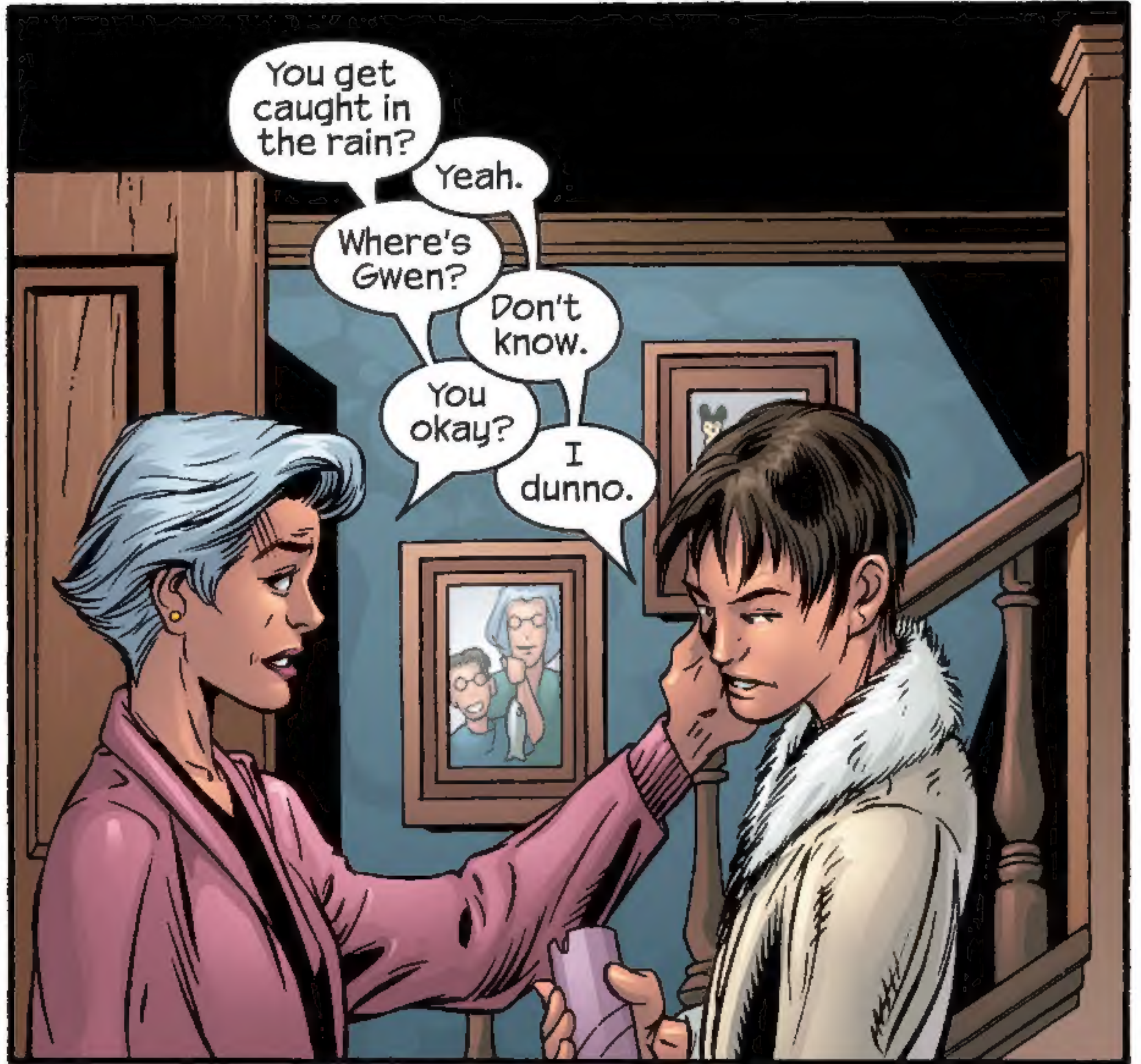
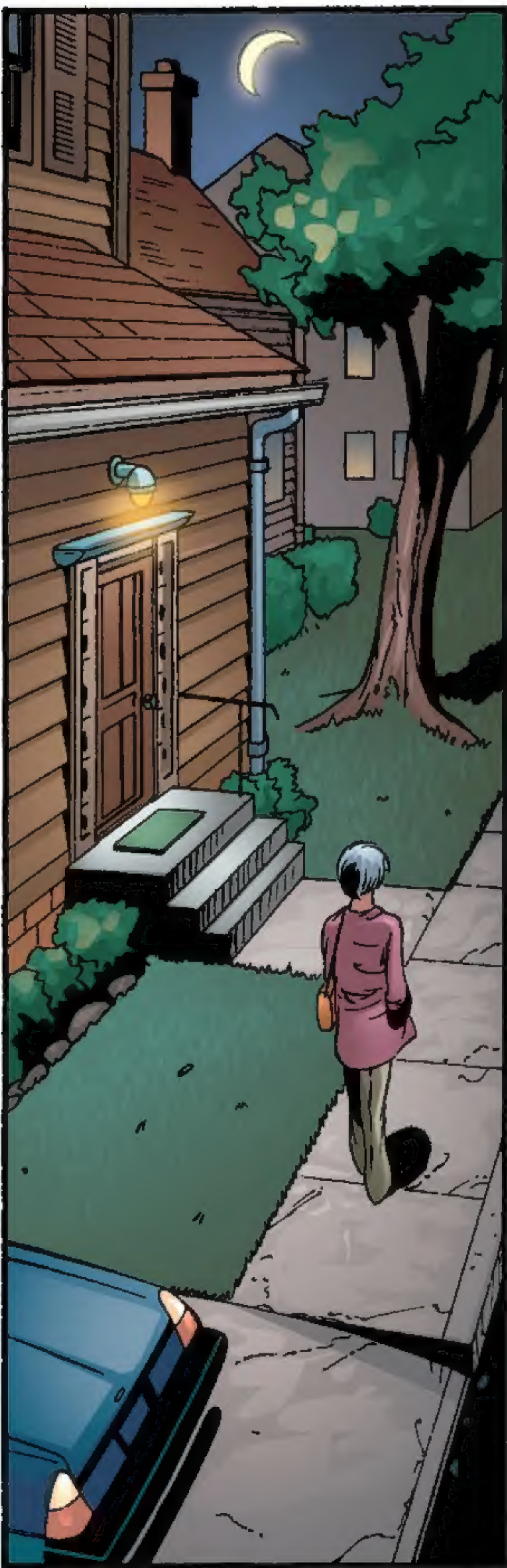


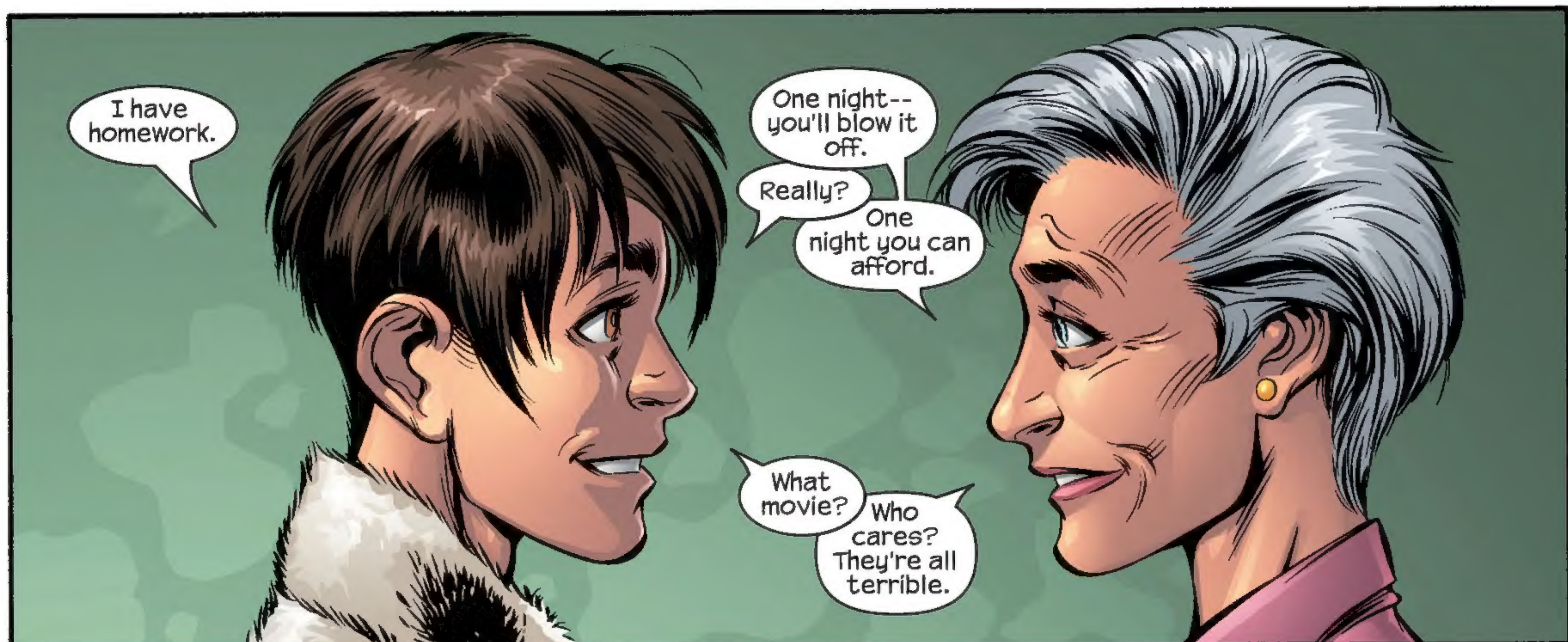
As far as this Spider-Man goes, there's *something* there, but we can pick up on that next time.

But, and I do mean this, you're doing a lot better than you think you are.



I'd have to be.







SON OF

ULTRAMAN